

**STEP 3.7**

**PBI Group Holdings Limited**

**04152381**

**Directors' statement regarding solvency statement**

A special resolution was passed by the sole member of PBI Group Holdings Limited (the "Company") on 30 December 2011 approving a reduction of the Company's share capital in accordance with section 642 and 643 of the Companies Act 2006

The persons named below are all the directors of the Company

We confirm that

- the solvency statement made by the directors of the Company in connection with the reduction of share capital (a copy of which is attached to this letter) was made not more than 15 days before the date on which the special resolution was passed, and
- a copy of the solvency statement was sent to the sole member of the Company in accordance with section 642(2) Companies Act 2006

Signed by

**Paul Aronoff**



**Stephen Davies**



**Mark Fresson**



**Gillian Murphy**

Date 30 December 2011

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30/12/2011

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Date 30 December 2011