

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

STATEMENT OF COMPLIANCE

OF

VIRGIN MOBILE GROUP (UK) LIMITED

(the "Company")

STATEMENT MADE ON 23 OCTOBER 2019

UNDER SECTION 644(5) OF THE COMPANIES ACT 2006

WE, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the Companies Act 2006 ("the Act").

As set out in the written resolutions circulated to members on 23 October 2019, the Company proposes to reduce its capital by means of the solvency statement procedure, under section 642 of the Act. The directors signed the solvency statement (the "Solvency Statement") under section 643 of the Act on 23 October 2019 and the special resolutions (the "Special Resolutions") approving the reduction of capital were passed by the members of the Company on 23 October 2019.

WE confirm that

1. the Solvency Statement was made not more than 15 days before the date on which the Special Resolutions were passed, and
2. a copy of the Solvency Statement was provided to members in accordance with section 642(2) of the Act, in that it was sent or submitted to every eligible member at or before the time at which the proposed Special Resolutions were submitted.

The statement may be signed in counterpart, and if different counterparts shall bear different dates, then this statement shall take effect on the latest dates on any such counterpart.

Signed By:

William T Castell
Director

Date: 23 October 2019

Mine O Hifzi
Director

THURSDAY



RM

R8H98VJ4
31/10/2019
COMPANIES HOUSE

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