

Grainger European Financing Limited ("Company")

Citygate
St James' Boulevard
Newcastle Upon Tyne
NE1 4JE

Company number 05184092

SOLVENCY STATEMENT CONFIRMATION PURSUANT TO SECTION 644(5) OF THE COMPANIES ACT 2006 ("ACT") MADE FOR THE PURPOSES OF A REDUCTION OF CAPITAL PURSUANT TO SECTION 642 OF THE ACT

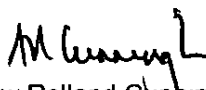
We, the directors of the Company, named below (being all the directors of the Company as at the date of this statement), refer to a statement of solvency provided by the directors of the Company on 11 July 2012 (the "**Solvency Statement**") in connection with a reduction of capital in accordance with sections 642 to 644 of the Act (the "**Reduction**")

We hereby confirm, for the purposes of section 644(5) of the 2006 Act, that

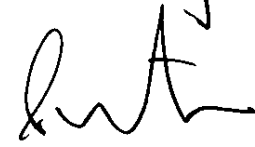
- the Solvency Statement was sent to every eligible member on 11 July 2012 together with a written resolution to approve the Reduction ("**Written Resolution**"),
- the shareholders of the Company passed the Written Resolution that was supported by the Solvency Statement (the "**Solvency Resolution**"),

and, accordingly, the Solvency Statement was provided by the directors of the Company within 15 days of the date upon which the Solvency Resolution was passed

Signed by


Andrew Rolland Cunningham

Date 11 July 2012

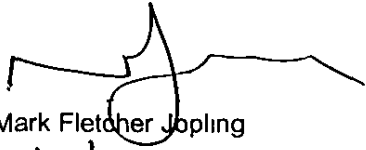

Peter Quentin Patrick Couch

Date 11th July 2012


Mark Greenwood

Date 11/7/12





Nicholas Mark Fletcher Jopling

Date 11/7/12



Nicholas Peter On

Date 11 Oct 2012



David Alexander Smith

Date 11th July 2012



Michael Patrick Windle

Date 11 July 2012