

**GYRO COMMUNICATIONS LIMITED**

("Company")

**STATEMENT OF COMPLIANCE RE REDUCTION OF CAPITAL SUPPORTED BY  
SOLVENCY STATEMENT**

(pursuant to section 644(5) of the Companies Act 2006)

The Company has taken steps to effect the following capital reduction (the "**Capital Reduction**") supported by a solvency statement made by the directors of the Company on 20 July 2021 pursuant to section 642 of the Companies Act 2006 (the "**Solvency Statement**"):

- reduce its share capital by a total amount of £45,007,987.57, comprising the cancellation of (i) the total share premium account standing in the books of the Company being an amount equal to £32,380,018.57, and (ii) an amount of £12,627,969 divided into 1,262,796,900 ordinary shares of £0.01 each, thereby resulting in the Company's share capital comprising only 100 ordinary shares of £0.01 each following completion of such reduction of capital.

We, being all the directors of the Company, confirm that:

1. the Solvency Statement was made not more than 15 days before the date on which the special resolution approving the Capital Reduction was passed; and
2. a copy of the Solvency Statement was provided to every eligible member in accordance with section 642(2) of the Companies Act 2006.


Signed on 20 July 2021 by each of the directors of the Company:

**SIMON LEE:**



) Signature

**DENNIS ROMIJN:**



) Signature

