

Company no: 05520409

THE COMPANIES ACT 2006
GRAINGER EUROPE (NO.2) LIMITED
("Company")

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 4 October 2017 (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:

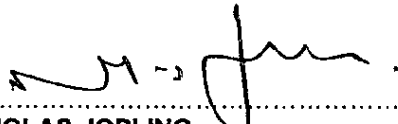
- the Solvency Statement was sent to every eligible member on 4 October 2017 together with a written resolution to approve the Reduction ("**Written Resolution**");
- the sole shareholder of the Company passed the Written Resolution that was supported by the Solvency Statement (the "**Solvency Resolution**"),


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


HELEN GORDON
Date 04.10.17


VANESSA SIMMS
Date 04.10.17


NICHOLAS JOPLING
Date 04.10.17


ADAM MCGHIN
Date 4/10/17

SATURDAY

