

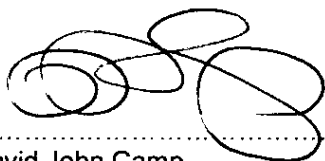
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

STANHOPE GROUP HOLDINGS LIMITED

Statement by the directors of Stanhope Group Holdings Limited (the "Company") in accordance with s.644(5) Companies Act 2006 (the "2006 Act") in connection with the reduction of share capital of the Company

We, being all of the directors of the Company as at the date of this statement, confirm that:

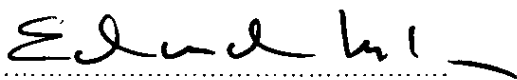
- 1 the solvency statement (a copy of which is attached) was made not more than 15 days before the date on which a special resolution for the reduction of capital of the Company was passed by the registered shareholders of the Company as a written resolution; and
- 2 the solvency statement was provided to the Company's registered shareholders in accordance with s.642(2) of the 2006 Act.



David John Camp

20/09/2017

Date



Edward Julian Udney-Lister

20/09/2017

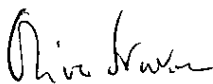
Date



Eiichiro Onozawa

20/09/2017

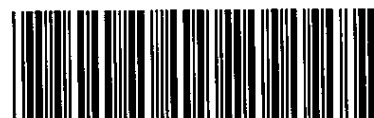
Date



Oliver Henry James Stocken

20/09/2017

Date




Micheal dal Bello

20/09/2017
Date