

STEP 8(D)

Company number: 06299508

**DISCOVERY NETWORKS INTERNATIONAL HOLDINGS LIMITED**

("Company")

**DIRECTORS' STATEMENT OF SOLVENCY**  
(for the purposes of section 642 of the Companies Act 2006)

It is proposed that the Company effects the following reduction of capital supported by a solvency statement pursuant to section 642 of the Companies Act 2006 ("Proposed Reduction").

- 1 reduce the Company's share capital (with no return to shareholders) from £1,412,575,225 divided into 5,650,300,900 ordinary shares of £0 25 each to £1,000 divided into 4,000 ordinary shares of £0 25 each registered in the name of Discovery Networks International LLC ("Share Capital Reduction Amount"), thereby increasing the distributable reserves of the Company by an amount equal to the Share Capital Reduction Amount (£1,412,574,225)

We, John Honeycutt, Yitzchok Shmulewitz and Deirdre Forbes, being all the directors of the Company, make the following statements in relation to the Proposed Reduction for the purposes of section 642 of the Companies Act 2006

- 1 we have each formed the opinion, as regards the Company's situation at the date of this statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts;
- 2 we have each formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement; and
- 3 in forming these opinions, we have each taken into account all of the Company's liabilities (including any contingent or prospective liabilities) as required by section 643(2) of the Companies Act 2006.

Made and signed on 16 DECEMBER 2013 by each of the above named directors of the Company:



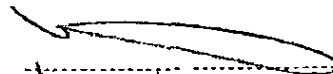
**JOHN KENNETH HONEYCUTT**

) Signature



**YITZCHOK SHMULEWITZ**

) Signature



**DEIRDRE FORBES**

) Signature

