

STEP 8(D)

Company number: 06299508

DISCOVERY NETWORKS INTERNATIONAL HOLDINGS 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 ("Capital Reduction") supported by a solvency statement made by the directors of the Company on 16 DECEMBER 2013 pursuant to section 642 of the Companies Act 2006 ("Solvency Statement")

- 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, thereby increasing the distributable reserves of the Company by an amount equal to the Capital Reduction Amount (£1,412 574,225)

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 16 DECEMBER 2013 by each of the directors of the Company

TUESDAY



S2NER4L7

SPE

17/12/2013

#24

COMPANIES HOUSE

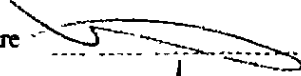
JOHN KENNETH HONEYCUTT

) Signature



YITZCHOK SHMULEWITZ

) Signature



DEIRDRE FORBES

) Signature

