

FOX HEALTHCARE HOLDCO 1 LIMITED

Company number 6524794

SOLVENCY STATEMENT

For the purposes of s 642 of the Companies Act 2006

Fox Healthcare Holdco 1 Limited a private limited company whose registered number is 6524794 and whose registered office is at 3 Dorset Rise, London EC4Y 8EN ("the Company")

We,

Daniel Toner of, 3 Dorset Rise, London EC4Y 8EN and

Spire Healthcare Limited of 3 Dorset Rise, London EC4Y 8EN

being all the directors of the Company do solemnly and sincerely state that

This solvency statement is for the purposes of s 642 of the Act

The Company is proposing to reduce its share capital pursuant to ss 641 to 644 of the Companies Act 2006 ("Act") by the sum of £4,575,999 by reducing the nominal value of 4,576,000 Ordinary shares of £1 00 each to £0 0000002185 each and the £4,575,999 of share premium created by the capital reduction and credited to the share premium account be cancelled and credited to the Company's distributable reserves

We have formed the opinion, with regard to the Company's situation at the date of this Statement ("Statement Date"), that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts in the twelve month period following the Statement Date, and we have also formed the opinion

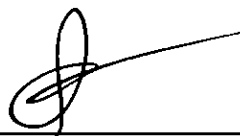
- (i) if it is intended to commence the winding up or other dissolution of the Company within twelve months of the Statement Date, that the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of the winding up, or
- (ii) in any other case, that the Company will be able to pay (or otherwise discharge) its debts as the fall due during the twelve month period immediately following the Statement Date

In forming the above opinions, we have taken into account all of the Company's liabilities including any contingent and prospective liabilities

This statement was made by the directors on 16 December 2015



Daniel Toner



on behalf of Spire Healthcare Limited

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