

**BG 123 Limited**  
**(registered number 06560238)**  
**(the Company)**

TUESDAY



**SOLVENCY STATEMENT MADE FOR THE PURPOSE OF**  
**SECTION 642 OF THE COMPANIES ACT 2006**

This solvency statement is made on 16 December 2014

The Company is proposing that

- (a) the share capital of the Company be reduced by reducing by AUD\$9,988,137,408 the full amount standing to the credit of the share premium account and the nominal share capital account in respect of the 10,000,000 A redeemable preference shares of a nominal value of AUD\$1 00 each issued at a premium of AUD\$999 each in the share capital of the Company (the "**A Redeemable Preference Shares**"), being the full amount of the nominal and share premium capital paid up on such shares, and
- (b) the amount by which the share premium account and the nominal share capital account is so reduced be repaid to the holder of the A Redeemable Preference Shares, representing the sum of AUD\$998 8137408 in respect of each A Redeemable Preference Share and resulting in the total paid up amount on the A Redeemable Preference Shares being reduced to zero, following which such shares shall be cancelled

We Mandy Walsh, Graham Hall and Stephen Unger, all of the directors of the Company as at the date of this solvency statement, have each formed the opinion

- (a) that as at the date of this solvency statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts, and
- (b) 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 solvency statement

In forming this opinion, the directors have taken into account all of the Company's liabilities (including any contingent or prospective liabilities)

Signed by all of the directors of the Company

Mandy Walsh

) Mandy Walsh

Graham Hall

) Graham Hall

Stephen Unger

) Stephen Unger