

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

GALLAGHER INVESTMENTS HOLDCO LIMITED

(a company registered in England under number 08810802)
("the Company")

STATEMENT UNDER SECTION 644(5) OF THE COMPANIES ACT 2006

Dated 20 March 2014

This statement has been prepared for the purpose of Section 644(5) of the Companies Act 2006 in relation to a special resolution passed on 20 March 2014 pursuant to which it is proposed that the share capital of the Company be reduced pursuant to Chapter 10 of Part 17 of the Companies Act 2006 (the "**Special Resolution**") and a solvency statement dated 20 March 2014 and made by all the directors of the Company pursuant to sections 642 and 643 of the Companies Act 2006 (the "**Solvency Statement**")

We, the directors named below (being all the directors of the Company as at the date of this statement) hereby confirm that the Solvency Statement was

- (a) made not more than 15 days before the date on which the Special Resolution was passed, and
- (b) provided to the members of the Company in accordance with section 642(2).

Signed by


Anthony Christopher Gallagher

Date

20/03/14

Signed by


Geoffrey Hugh Gosling

Date

20 March 2014

FRIDAY



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SPE

21/03/2014

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