

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

STERLING UK HOLDCO LIMITED

COMPANY NO. 09082346

(the "Company")

Solvency statement made on29 May.....2020 in accordance with section 643 of the Companies Act 2006 (the "Act") in support of a resolution for the reduction of share capital of the Company.

I, the director named below (being the sole director of the Company at the date of this statement), having taken account of all of the Company's liabilities (including any contingent or prospective liabilities), have formed the opinion that:

1. as regards the Company's situation as at the date of this statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts;
2. taking into account the current intention to commence the winding up of the Company within twelve (12) months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts in full within twelve (12) months of the commencement of such winding up of the Company; and
3. should a winding up of the Company not be commenced within twelve (12) months of the date of this statement, 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.

This solvency statement is made by me under section 643 of the Act for the purposes of section 642 of the Act in my capacity as the sole director of the Company. In forming these opinions, I have taken into account all of the Company's liabilities (including any contingent or prospective liabilities). This statement is not intended to be, nor may it be, relied upon as a representation made to any shareholder or creditor (or prospective shareholder or creditor) of the Company.

Signed by:

Name: Scott A. Cohen

Signature:



Dated: 29 May 2020

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MONDAY



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