

**Company number: 09194026**

**NBH HOLDCO 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 8 May 2019 pursuant to section 642 of the Companies Act 2006 ("**Solvency Statement**"):

the cancellation and extinguishing for no consideration of 667,309,444 issued ordinary shares of US\$1.50 each in the capital of the Company registered in the name of NBH Holding Luxembourg S.à r.l..

I, Keith Graham Ward, being the sole director 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.

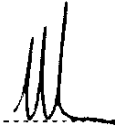
Made and signed on 8 May 2019 by the above named director of the Company:

*-- Signature Page Follows --*



**KEITH GRAHAM WARD**

) Signature

A handwritten signature in black ink, consisting of several vertical strokes and a horizontal base, positioned above a dashed line.