

Company number: 10429559

OVERTURE MIDCO II LIMITED

(the “Company”)

Solvency Statement under Section 643 of the Companies Act 2006 (the “Act”) made on 31 October 2023

We, the undersigned, being all of the directors of the Company as at the date of this statement, make the following statement under section 643 of the Act, for the purposes of section 642 of the Act.

Having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), we 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 12 months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of such winding up of the Company; and
3. should winding up of the Company not be commenced within 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.

Laurent Couston

.....
Laurent Couston
Director

Christopher Gauglitz

.....
Christopher Gauglitz
Director

Jonathan Jeffery

.....
Jonathan Jeffery
Director