

KDW

## EX WYC LIMITED

(Company Number SC001658) ("the Company")

**SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 (2006 ACT) MADE FOR THE PURPOSES OF SECTION 642 OF THE 2006 ACT ON 16 SEPTEMBER 2013**

We, Anne Oliver, Sean Paterson and Kelly Taylor-Welsh, together of 3-4 Broadway Park, South Gyle Broadway, Edinburgh, EH12 9JZ are the three directors of the Company as at the date of this solvency statement ("the Solvency Statement").

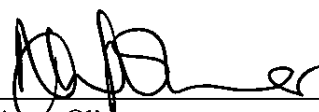
We confirm that the Company is proposing to reduce its share capital from £950,000 to £1 by extinguishing Scottish & Newcastle Limited's liability to pay up the remaining £0.50 on the 100,000 issued partly paid ordinary shares of £1 each (£0.50 having been paid) and subsequently by (i) the cancellation of the 100,000 partly paid ordinary shares of £1 each issued in the share capital of the Company; and (ii) the cancellation of 899,999 ordinary shares of £1 each issued in the share capital of the Company, pursuant to section 641 of the Companies Act 2006.

We, having taken account of all of the Company's liabilities (including any contingent or prospective liabilities), have formed the opinion that:

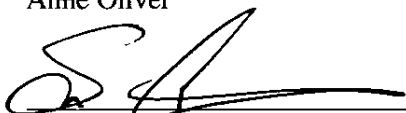
- 1 as regards the Company's situation as at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
- 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

This Solvency Statement shall be governed by, and construed in accordance with, Scots law.

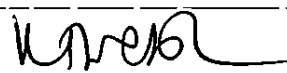
Signed by:

  
Anne Oliver

16 SEPTEMBER 2013  
Date

  
Sean Paterson

16 SEPTEMBER 2013  
Date

  
Kelly Taylor-Welsh

16 SEPTEMBER 2013  
Date

