

ANZ Europe Limited (the Company)

(Registered in England & Wales - No. 02125187)

TUESDAY



LD1 *L8DQCIUX* 10/09/2019 #360
COMPANIES HOUSE

**STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF SECTION 644(5)
COMPANIES ACT 2006**

Dated 9 September 2019

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed by the sole shareholder of ANZ Europe Limited on 9 September 2019 as a special resolution (the **Special Resolution**):

"THAT 8,124,999 ordinary shares of €1.00 each in the Company, all of which are fully paid up, be cancelled and that the issued share capital of the Company be reduced accordingly to 1 ordinary share of €1.00."

In accordance with section 644(5) of the Companies Act 2006, we, being all of the directors of the Company as at the date hereof, confirm that:

- (a) the solvency statement made by the directors of the Company dated 9 September 2019 (the **Solvency Statement**) (a copy of which is attached to this statement) was made not more than 15 days before the date on which the Special Resolution set out above was passed; and
- (b) in accordance with section 642(2) of the Companies Act 2006, a copy of the Solvency Statement was sent or submitted to every eligible member of the Company at or before the time at which the proposed Special Resolution was sent or submitted to him or her.

Signed by all of the directors of the Company as at the date of this statement.

Mr Joseph David Gordon Branston

Ms Diana Brightmore-Armour

Mr John Callender

Mr Nigel Denby