

Trinity Mirror Group Limited

(Registered in England & Wales - No 0389074)

FRIDAY



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L2JQ8UE2

25/10/2013

#308

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

(Dated 24 October 2013)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 24 October 2013 as a Special Resolution

THAT the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to profit/loss reserve

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 24 October 2013 (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 set out above was sent or submitted to him or her

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

Simon Fox

Mark Hollinshead

Vijay Vaghela

Paul Vickers

Vijay Vaghela
For and on behalf of TM Directors Limited