

Company No 6237623



**PRIVATE COMPANY LIMITED BY SHARES**  
**COMPLIANCE STATEMENT**  
**OF**  
**RMS GROUP HOLDINGS LIMITED**

**Statement of Compliance under section 644(5) of the Companies Act 2006 (CA 2006)**  
made on 9 May 2014

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006

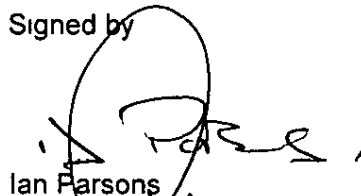
As set out in the written resolution circulated to members on 23 April 2014, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006

The directors signed the solvency statement under section 643 of the CA 2006 (**Solvency Statement**) on 23 April 2014 and the resolution approving the reduction of capital (**Resolution**) was passed as a written resolution on 7 May 2014

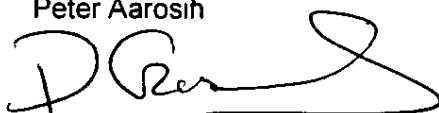
We confirm that

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed
- A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted to him

Signed by

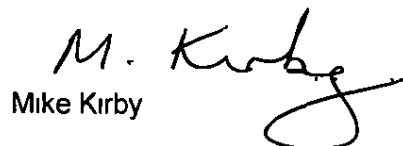
  
Ian Parsons

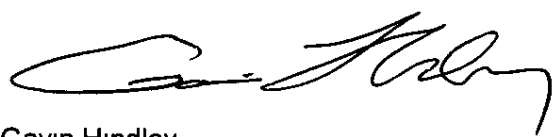
  
Peter Aarosh

  
Paul Crossland

  
David Bell

  
David Johnson

  
Mike Kirby



Gavin Hindley



Andrew Dixon