

Company Number 06445879

ALBIREO LIMITED (the "Company")

STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES

ACT 2006 ("CA 2006") MADE ON 23 DECEMBER 2016

We, all the directors of the Company, make this statement for the purposes of section 644(5) CA 2006 and confirm that

- 1 the solvency statement was made not more than 15 days before the date that the required special resolution to reduce the share capital of the Company (the "**Special Resolution**") was passed, and
- 2 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 form of the Special Resolution was sent or submitted to that member, in accordance with section 642(2) of the Companies Act 2006

SIGNED

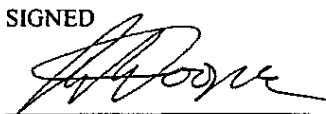


David Chiswell

DATED

12/23/16

SIGNED



Ron Cooper

DATED

12.23.16

SIGNED

Denise Scots-Knight

DATED



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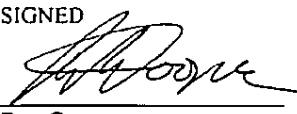
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