



BROOKGATE LIMITED
Company number 7057863
(the "Company")

Statement to comply with Section 644(5) Companies Act 2006 made on 7 October 2014

We refer to the written resolution of the shareholders of the Company dated 7 October 2014 (a copy of which accompanies this statement) (the "**Written Resolution**") which approved the Company making a capital reduction of an amount equivalent to the nominal value and premium paid up on the 10,000,000 "C" preference shares currently in issue in the Company (the "**C Preference Shares**"), which were issued with a nominal value of £0 00001 and premium of £0 99999 per C Preference Share and cancelling and extinguishing such C Preference Shares in return for the holders of such shares as at the date that the reduction of capital is effective receiving, in proportion to the number of C Preference Shares held by each of them, an amount equal to the nominal value and premium value paid up on the issue of such C Preference Shares (the "**Reduction of Capital**")

Statement by the directors

We,

Colin Rutherford,
 Jonathan Wooles,
 Sven Töpel, and
 Roderick Carnan,

being all the directors of the Company as at the date of this statement confirm that the statement of solvency made by each of us on 7 October 2014 in relation to the Reduction of Capital (a copy of which accompanies this statement) (i) was made less than 15 days before the date on which the Written Resolution was passed and (ii) was provided in accordance with section 642(2) of the Companies Act 2006 to the Company's shareholders at the same time as the proposed Written Resolution was sent to the shareholders

Name of Director	Signature:
Colin Rutherford	
Jonathan Wooles	
Sven Töpel	
Roderick Carnan	