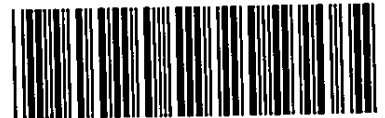


TUESDAY



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06/10/2015

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COMPANIES HOUSE

**ERLP 2 LIMITED (the Company)**

(Registered in England & Wales - No 7188868)

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

**COMPANIES ACT 2006**

Dated 23 September 2015

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 23 September as a Special Resolution

"THAT the capital of the Company be reduced by repaying at par 1,153,878 Ordinary Shares of £1 each registered in the name of ERLP Ltd "

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 25 September 2015 (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

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

**Robert Sim**

**Jason Oram**

**Hugo Black**