

Company No. 07570745

PRIVATE COMPANY LIMITED BY SHARES  
DIRECTORS' STATEMENT OF SOLVENCY

of

SYNERGY HEALTH US HOLDINGS LIMITED  
("Company")

On

24 July 2017

Statement of Solvency of the Company  
for the purposes of section 642 to 643 of the Companies Act 2006 ("Act");

STATEMENT OF SOLVENCY

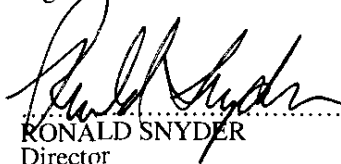
It is proposed that the Company effects the following reduction of capital supported by a solvency statement pursuant to section 642 of the Companies Act 2006 ("Proposed Reduction"):

It is proposed that the Company's share capital be reduced from \$249,518 divided into 249,518 ordinary shares of \$1.00 each to \$1.00 divided into 1 ordinary share of \$1.00 by cancelling and extinguishing for no consideration 249,517 ordinary shares in the Company

We, Ronald Snyder, Michael J. Tokich and Jonathan Turner, being all of the directors of the Company, have each formed the opinion and make the following statements as regards the Company's situation at the date of this statement, in relation to the Proposed Reduction:

1. There is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts;
2. It is intended to commence the winding up of the Company within 12 months of the date of this statement and we have each formed the opinion that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up; and,
3. In forming these opinions, we have taken into account all of the Company's liabilities (including any contingent or prospective liabilities) as required by section 643(2) of the Act.

Signed:

  
RONALD SNYDER  
Director

  
MICHAEL J TOKICH  
Director

WEDNESDAY

