

Directors' statement (section 644)

Odeon & UCI Bond Holdco Limited (the "Company")

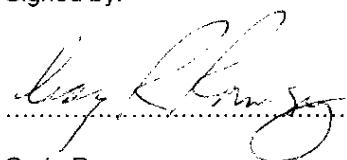
Company No. 07623371

STATEMENT UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (the "CA 2006") DATED 02/09/2017

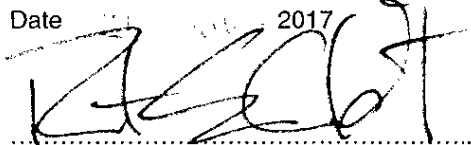
We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that the solvency statement made on 02/09/2017 under section 643 of the CA 2006 for the purposes of section 642 of the CA 2006 (a copy of which is attached) was:-

1. made not more than 15 days before the date on which the special resolution to reduce the share capital of the Company was passed by Odeon and UCI Cinemas Group Limited, being the sole shareholder in the Company entitled to vote on the special resolution; and
2. provided to Odeon and UCI Cinemas Group Limited in accordance with section 642(2) of the CA 2006.

Signed by:-


.....

Craig Ramsey

Date 02/09/2017

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Robert Seefeldt

Date 02/09/2017

SATURDAY



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SPE

02/09/2017

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COMPANIES HOUSE