

WINDMILL MIDCO LIMITED (the Company)
(Registered in England & Wales - No 07889278)

THURSDAY



**STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF SECTION 644(5)
COMPANIES ACT 2006**

(Dated **21** July 2015)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on **21** July 2015 as a Special Resolution

"THAT subject to and conditional upon Windmill Bidco Limited capitalising its outstanding balance with Windmill Cleanco Limited on an even date herewith

- (a) the issued share capital of the Company be reduced from £1,945,509 divided into 1,945,509 Ordinary Shares of £1 each, all of which are fully paid up, to £1,945,509 divided into 1,945,509 Ordinary Shares of £0.000001 each and that such reduction of capital be effected by reducing the nominal value of each issued and unissued ordinary share from £1 to £0.000001 and crediting the amount by which the share capital is so reduced to a profit/loss reserve, and
- (b) the whole of the amount standing to the credit of the share premium account of the Company as at the date hereof be cancelled and the amount of the share premium so cancelled be credited to a profit/loss reserve "

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 **21** July 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

Ian Dew

A handwritten signature in black ink, appearing to be 'Ian Dew'.

Ronnie George

A handwritten signature in black ink, appearing to be 'Ronnie George'.