

FRIDAY



LD1 01/08/2014 #52
COMPANIES HOUSE

Barclays Africa Limited

(Company No 8116606)

(the "Company")

Statement of the Directors for the purposes of section 644(5) Companies Act 2006

(Dated 25 July 2014)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were agreed to and duly passed on 25 July 2014 as Special Resolutions

- 1 *THAT the whole of the amount standing to the credit of the share premium account of the Company be cancelled and the amount so cancelled credited to a reserve*
- 2 *THAT the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued ordinary shares of 1 pence each in the Company and the amount by which the share capital is so reduced be credited to a 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 17 July 2014 (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 Resolutions set out above were 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 Resolutions set out above were sent or submitted to him or her

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

William Lewis

Nomcebo Mkhize

Charles Russon

David Hodnett