

**Elios Energy Holdings 3 Limited  
(the "Company")**

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 MADE  
ON**

**20 March 2020**

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006.

As set out in the written resolution circulated to members on 20 March 2020 the Company proposes to reduce its share capital and share premium in accordance with the solvency statement procedure set out in section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 (**Solvency Statement**) on 20 March 2020 and the resolution approving the reduction of capital (**Resolution**) was passed as a written resolution on 20 March 2020.

We confirm that:

1. The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed; and
2. A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted to them.

Signed by:



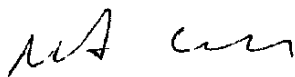
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Paul Latham

Date .....20 March 2020.....



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Jonathan Digges

Date .....20 March 2020.....



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Matthew Setchell

Date .....20 March 2020.....

SATURDAY



RM

\*R91BEQIA\*  
21/03/2020  
COMPANIES HOUSE

#143