

ESG-UTILIGROUP BIDCO LIMITED, Registered number 10708569 ("Company")

To: Registrar of Companies

Date: 10 May 2018

Statement of compliance under section 644(5) of the Companies Act 2006 ("Act")

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 Act.

As set out in the written resolution circulated to members on 10 May 2018, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the Act. The directors signed the solvency statement under section 643 of the Act ("Solvency Statement") on 10 May 2018 and the resolution approving the reduction of capital ("Resolution") was passed as a written resolution on 10 May 2018.

We confirm that:

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the Act, 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 him.

Signed by:


.....
Christopher Park Durrett

Date 10/5/2018

.....
Philip Galati

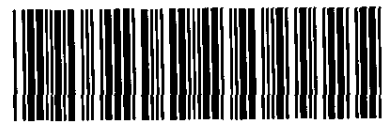
Date

.....
Steve Gosling

Date

41136050v1

TUESDAY



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SPE

15/05/2018

#1

COMPANIES HOUSE

Date: 10 MAY 2018

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 Act.

We confirm that:

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the Act, 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 him.

Signed by:

Christopher Park Durrett

Date 24 SEP 1964

Phillip Galati

Date 10/5/14

Steve Gosling

Date _____

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We confirm that:

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the Act, 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 him.

Signed by:

.....
Christopher Park Durrett

Date

.....
Phillip Galati

Date

.....

Steve GoslingDate 10/5/18