

Company number: NI035793

**DIRECTORS' STATEMENT**  
**Pursuant to s644(5) Companies Act 2006**

**Energis (Ireland) Limited**  
**(the "Company")**

This is a Directors' Statement made in accordance with s.644(5) Companies Act 2006.

We, the undersigned, the directors of the Company as at the date of this statement, pursuant to s.644(5) Companies Act 2006, hereby confirm that:

1. the solvency statement made on 22 April 2016 pursuant to s643 Companies Act 2006 was made not more than 15 days before the date on which the special written resolution to reduce the company's share capital was passed; and
2. a copy of the solvency statement was provided to members in accordance with s.642(2) Companies Act 2006 (having been sent to every eligible member at or before the time at which the proposed special written resolution was sent to that member).

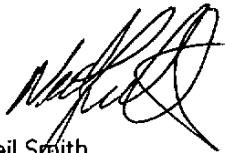
**This statement is made on 22 April 2016**

Signed *Liz Miles*

Date: 22 April 2016

Director: Liz Miles (for Vodafone Corporate Secretaries Limited)

Signed



Date: 22 April 2016

Director: Neil Smith

