

NPL GROUP (UK) LTD
(Company Number SC444462)
(the "Company")

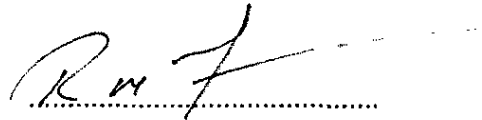
STATEMENT OF COMPLIANCE OF THE DIRECTORS

1. We, being all the directors of the Company make this statement for the purposes of section 644(5) of the Companies Act 2006 (the "Act") in relation to:
 - 1.1. the special resolution for the reduction of the Company's share premium (the "**Special Resolution**"); and
 - 1.2. the solvency statement (the "**Solvency Statement**") dated 31 March 2020 and made by us in support of the Special Resolution.
2. For the purposes of section 644(5) of the Act we confirm that:
 - 2.1. the Solvency Statement was made not more than 15 days before the date that the Special Resolution was passed; and
 - 2.2. a copy of the Solvency Statement was sent and submitted to every eligible member of the Company at or before the time at which the Special Resolution was sent and submitted to that member, in accordance with section 642(2) of the Act.

This statement is made on 31st March 2020.

SIGNED by Robert McFarlane

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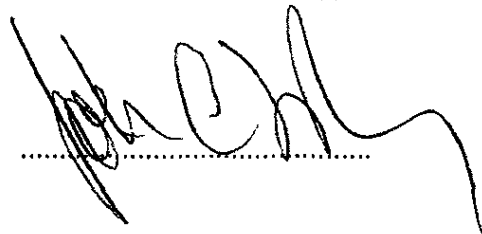
SIGNED by Michelle McFarlane

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SIGNED by Simon Towers

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SIGNED by John Charles Lewsley

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FRIDAY



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SCT

03/04/2020

#143

COMPANIES HOUSE

Confirmation of statement of compliance with statutory requirements signed by directors of NPLG

014-4902-5138/1/EUROPE

