

Company number SC569266

**Upland Developments Holdings Limited  
(the "Company")**

**Statement of compliance relating to reduction of capital supported by solvency statement  
(pursuant to section 644(5) of the Companies Act 2006 ("CA 2006"))**

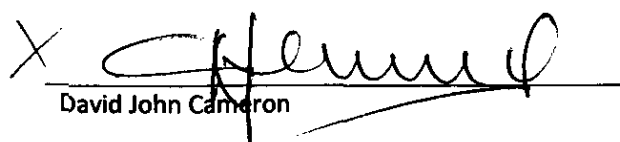
We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006.

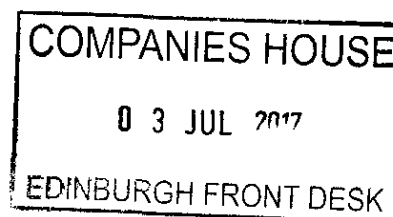
As set out in the written resolution circulated to members on 27 JUNE 2017, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006. All of the directors of the Company signed the solvency statement under section 643 of the CA 2006 ("**Solvency Statement**") on 27 JUNE 2017 and the resolution approving the reduction of capital ("**Resolution**") was passed as a written resolution on 27 JUNE 2017.

We, the directors of the Company, confirm that:

- (i) the Solvency Statement was made not more than 15 days before the date on which the Resolution was passed; and
- (ii) a copy of the Solvency Statement was provided to every eligible member 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 him.

Signed by:

X   
David John Cameron



Date: 27 June 2017



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Fiona MacLennan

Date: 27 June 2017

X 

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Gary James Gerrard

Date: 27 June 2017