

WINDMILL BIDCO LIMITED (the Company)

(Registered in England & Wales - No 07890207)

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24/07/2015

#351

COMPANIES HOUSE

STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF SECTION 644(5)

COMPANIES ACT 2006

(Dated 21 July 2015)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 21 July 2015 as a Special Resolution

"THAT subject to and conditional upon the Company undertaking a bonus issue of one share on the day before the date hereof, the whole of the amount standing to the credit of the share premium account of the Company, which as at the date hereof is £16,764,283 939999, be cancelled and the amount of the share premium so cancelled be credited to a profit/loss reserve "

In accordance with section 644(5) of the Companies Act 2006, we, being all of the directors of the Company as at the date hereof, confirm that

- (a) the solvency statement made by the directors of the Company dated 21 July 2015 (the **Solvency Statement**) (a copy of which is attached to this statement) was made not more than 15 days before the date on which the Special Resolution set out above was passed, and
- (b) in accordance with section 642(2) of the Companies Act 2006, a copy of the Solvency Statement was sent or submitted to every eligible member of the Company at or before the time at which the proposed Special Resolution set out above was sent or submitted to him

Signed by all of the directors of the Company as at the date of this statement

Ian Dew

Ronnie George