

G4S HOLDINGS 3 (UK) LIMITED
Company number 02380914
(the "Company")

Statement to comply with Section 644(5) Companies Act 2006 made on 10 July 2017

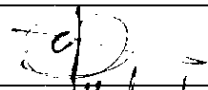
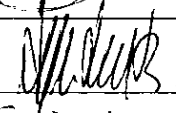
We refer to the written resolution of the shareholders of the Company dated 6 July 2017 (a copy of which accompanies this statement) (the "**Written Resolution**") which approved the cancellation of all of the 3,027,999 ordinary shares of £1.00 each and 14,100,000 6% cumulative fixed redeemable preference shares of £1.00 each and the consequent reduction in the Company's share capital (the "**Reduction of Capital**").

Statement by the directors

We,

Celine Barroche;
Soren Lundsberg-Nielsen; and
Timothy Weller

being all the directors of the Company as at the date of this statement confirm that the statement of solvency made by each of us on 6 July 2017 in relation to the Reduction of Capital (a copy of which accompanies this statement) (i) was made less than 15 days before the date on which the Written Resolution was passed and (ii) was provided in accordance with section 642(2) of the Companies Act 2006 to the Company's shareholder at the same time as the proposed Written Resolution was sent to the shareholder.

Name of Director:	Signature:
Celine Barroche	
Soren Lundsberg-Nielsen	
Timothy Weller	