

JACOBS PROCESS LIMITED

Company No. 00454398

Directors' statement regarding solvency statement

A special resolution was passed by the members of Jacobs Process Limited (the "**Company**") on 28 February 2019 approving a reduction of the Company's share capital in accordance with section 642 and 643 of the Companies Act 2006.

The persons named below are all the directors of the Company.

We confirm that:

- the solvency statement made by the directors of the Company in connection with the reduction of share capital (a copy of which is appended to this letter) was made not more than 15 days before the date on which the special resolution was passed; and
- a copy of the solvency statement was sent to every eligible member of the Company in accordance with section 642(2) Companies Act 2006.

[Signature page follows]

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LD2 *L8ØNY5AW*
06/03/2019 #4
COMPANIES HOUSE

Signed by:



Paul Seaton

Jonathan Shattock

Dated: 28 February 2019

Signed by:

.....
Paul Seaton


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Jonathan Shattock

Dated: 28 February 2019

APPENDIX 1

SOLVENCY STATEMENT

JACOBS PROCESS LIMITED

Company No. 00454398

Solvency Statement for the purposes of section 642 and 643 Companies Act 2006 made by the Directors of the Company on 28 February 2019

Jacobs Process Limited (the "**Company**") is proposing to reduce its share capital by an amount of £47,249,000, by:

- FFHSJ
amendment
5 March 2019
- (a) reducing the issued share capital of the Company of £17,000,000 divided into 17,000,000 Ordinary Shares of £1.00 each, by cancelling and extinguishing 16,999,000 Ordinary Shares of £1.00 each in the Company (the "**Cancelled Shares**"); and
capital redemption reserve
 - (b) reducing the ~~share premium account~~ of the Company by an amount equal to ~~the aggregate of all premium paid on such Cancelled Shares, being~~ £30,250,000.

We, the directors named below (being all the directors of the Company), confirm we have formed the opinion that:

- 1) as regards the Company's situation at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
- 2) the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

In forming this opinion we have taken account of all the Company's liabilities (including any prospective or contingent liabilities).