

CRITCHLEY GROUP LIMITED

(company number 01787059)

(the "Company")

**STATEMENT OF COMPLIANCE MADE BY
THE DIRECTORS OF THE COMPANY**


This is a statement for the purposes of section 644(5) of the Companies Act 2006 (the "Act").

We, the undersigned, being all the directors of the Company, hereby state that the solvency statement dated 19 January 2018 and made for the purposes of section 642 of the Act in the form as prescribed by the Companies (Reduction of Share Capital Order 2008), SI 2008/1915 and section 643 of the Act was:

1. made not more than 15 days before 22 January 2018, being the date on which the written resolution to reduce the share capital of the Company from £30,920,270 comprising of £1,660,545 of issued capital, a share premium of £15,061,377 and capital reserves of £14,198,348 to £14,198,349 by cancelling and extinguishing 16,605,444 ordinary shares of £0.10 each in the capital of the Company along with cancelling the entire share premium account of £15,061,377 (the "Capital Reduction"); and that the amount of £16,721,921 arising upon the Capital Reduction be credited to the profit and loss account of the Company, was passed as a special resolution; and
2. provided to the sole shareholder of the Company in accordance with section 642(2) of the Act, a copy of the solvency statement complying with section 643 of the Act having been sent to or submitted to the sole shareholder at or before the time at which the proposed resolution was sent or submitted to them.

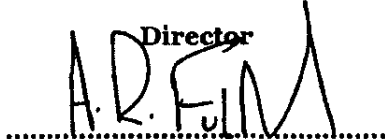
Dated: 22 January 2018

Signed




Harold G. Barksdale

Director



Ashley Fulford

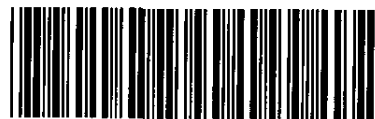
Director



Stephen Cooper

Director

THURSDAY



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08/02/2018

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COMPANIES HOUSE

