

**THE DIRECTORS' COMPLIANCE STATEMENT AND TEXT OF SPECIAL RESOLUTION TO BE FILED AT
COMPANIES HOUSE**

FARMWEB LIMITED

(company number: 03207393)

(the "Company")

MONDAY



LD1 *L7LGFL8P* 24/12/2018 #42
COMPANIES HOUSE

STATEMENT OF THE DIRECTORS FOR PURPOSES OF SECTION 644(5) COMPANIES ACT 2006

(dated 17 December 2018)

This is a statement of the directors of the Company for the purposes of section 644(5) of the Companies Act 2006 (the "**Act**") and has been signed by all the directors of the Company.

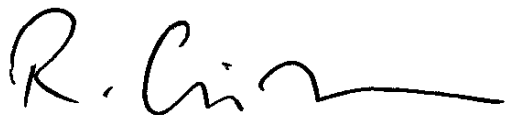
In accordance with Chapter 2 of Part 13 Companies Act 2006, the following resolutions were agreed to and duly passed on 17 December 2018 as special resolutions:

1. **THAT** pursuant to section 641(1)(a) of the Act, the share capital of the Company be reduced from £25.00 divided into 25 Ordinary Shares of £1.00 each (fully paid), to £1.00 by cancelling and extinguishing all but one of the issued Ordinary Shares (that one outstanding share being an Ordinary Share of £1.00) and the amount by which the share capital is so reduced, being £24.00, be credited to a reserve and, upon registration of the documents required by section 644 of the Act by the Registrar of Companies in England and Wales to effect the reduction, such reserve be treated as realised profit and made available for distribution to the sole holder of the Ordinary Shares, being DL Insurance Services Limited.
2. **THAT** the whole of the amount standing to the credit of the Company's share premium account, being £16,109, be cancelled and credited to a reserve, and, upon registration of the documents required by section 644 of the Act by the Registrar of Companies in England and Wales to effect the cancellation, such reserve be treated as realised profit and made available for distribution to the sole holder of the Ordinary Shares, being DL Insurance Services Limited.
3. **THAT** the whole of the amount standing to the credit of the Company's capital redemption reserve, being £875, be cancelled and credited to a reserve, and, upon registration of the documents required by section 644 of the Act by the Registrar of Companies in England and Wales to effect the cancellation, such reserve be treated as realised profit and made available for distribution to the sole holder of the Ordinary Shares, being DL Insurance Services Limited.

In accordance with section 644(5) of the Act, we, Roger Clifton, Jonathan Greenwood, Helen O'Murchu and Humphrey Tomlinson, all being directors of the Company confirm as at the date hereof that:

- (a) the solvency statement made by the directors of the Company dated 17 December 2018 (a copy of which is attached to this statement) was made not more than 15 days before 17 December 2018, being the date on which the special resolutions set out above were passed; and
- (b) in accordance with section 642(2) Companies Act 2006, a copy of the solvency statement was submitted to the sole member of the Company at or before the time at which the proposed special resolutions set out above were submitted to it.

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



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ROGER CLIFTON
DIRECTOR

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JONATHAN GREENWOOD
DIRECTOR



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HELEN O'MURCHU
DIRECTOR



.....
HUMPHREY TOMLINSON
DIRECTOR

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(dated 17 December 2018)

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2. **THAT** the whole of the amount standing to the credit of the Company's share premium account, being £16,109, be cancelled and credited to a reserve, and, upon registration of the documents required by section 644 of the Act by the Registrar of Companies in England and Wales to effect the cancellation, such reserve be treated as realised profit and made available for distribution to the sole holder of the Ordinary Shares, being DL Insurance Services Limited.
3. **THAT** the whole of the amount standing to the credit of the Company's capital redemption reserve, being £875, be cancelled and credited to a reserve, and, upon registration of the documents required by section 644 of the Act by the Registrar of Companies in England and Wales to effect the cancellation, such reserve be treated as realised profit and made available for distribution to the sole holder of the Ordinary Shares, being DL Insurance Services Limited.

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ROGER CLIFTON
DIRECTOR


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JONATHAN GREENWOOD
DIRECTOR

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HELEN O'MURCHU
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HUMPHREY TOMLINSON
DIRECTOR