

ABBNEY LEGAL HOLDINGS LIMITED

(the **Company**)

(Registered in England & Wales - No. 03287455)

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

(Dated 22 August 2017)

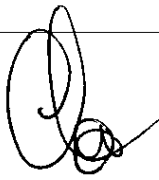

- 1.1 In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 22 August 2017 as a special resolution:

that the share capital of the Company be reduced by reducing the nominal amount of each "A" ordinary share of the Company from £0.01 to £0.000001 and reducing the paid up capital to the extent of £0.009999 on each issued "A" ordinary share, and the nominal amount of each "B" ordinary share of the Company from £0.01 to £0.000001 and reducing the paid up capital to the extent of £0.009999 on each issued "B" ordinary share, such that the aggregate nominal issued share capital of the Company be reduced from £6,025.00 divided into 443,300 "A" ordinary shares of £0.01 each and 159,200 "B" ordinary shares of £0.01 each, to £0.6025 divided into 443,300 "A" ordinary shares of £0.000001 each and 159,200 "B" ordinary shares of £0.000001 to create a capital reduction reserve equal to £0.009999 per issued "A" ordinary share and £0.009999 per issued "B" ordinary share, such reserve being £6,024.40.

- 1.2 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 22 August 2017 (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) the special resolution was passed by written resolution and 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 or her.

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

 Christopher Ward	 Colin Davison
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