



## Statement to comply with Section 644(5) Companies Act 2006

## ERNEST JONES LIMITED ("THE COMPANY")

COMPANY NUMBER: 3768966

23 May 2016

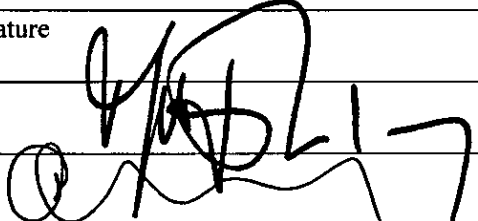
Introduction

We refer to the written resolution of the Company's sole holder of ordinary shares of £1 dated 23 May 2016 (a copy of which accompanies this statement) (the "**Written Resolution**") which approved, among other things, the cancellation of 70,787,833 of the Company's ordinary shares of £1 and the consequent reduction in the Company's share capital (the "**Reduction of Capital**") crediting of the cancellation proceeds to the distributable reserves of the Company

Statement by the directors

We,  
Mark Jenkins, and  
Shaun Carney,

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 23 May 2016 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 sole holder of ordinary shares, Signet Trading Limited("STL"), at the same time as the proposed Written Resolution was sent to STL

Name of Director	Signature
Mark Jenkins	
Shaun Carney	