

DIRECTORS' STATEMENT (SECTION 644)

Mitie Compliance Ltd (the "Company")

Company No. 04519178

STATEMENT UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (the "Act") DATED 27th MARCH 2019

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that the solvency statement made on 27.1 March 2019 under section 643 of the Act for the purposes of section 642 of the Act (a copy of which is attached) was:

- made not more than 15 days before the date on which the special resolution to reduce the share capital of the Company was passed by the shareholders of the Company entitled to vote on the special resolution; and
- 2 provided to the shareholders of the Company in accordance with section 642(2) of the Act

Signed by:

Peter Dickinson

Matthew Idle

27/03/2019

27/03/2019

Date

Date