

Company number: 04683806

Q HOTELS LIMITED
("Company")

**STATEMENT OF COMPLIANCE RE REDUCTION OF CAPITAL SUPPORTED BY
SOLVENCY STATEMENT**
(pursuant to section 644(5) of the Companies Act 2006)

The Company has taken steps to effect the following capital reduction ("**Capital Reduction**") supported by a solvency statement made by the directors of the Company on 12 July 2016 pursuant to section 642 of the Companies Act 2006 ("**Solvency Statement**")

That

- the share capital of the Company be reduced from £27,503,000 00 to £10,000 00 by reducing the paid up capital to the extent of £27,493,000 00 on each of the 1 ordinary share of £27,503,000 00 each to leave the Company with a share capital of £10,000 00 divided into 1 ordinary share of £27,503,000 00 each,
- the nominal value of the ordinary share of £27,503,000 00 each in the capital of the Company be reduced from £27,503,000 00 each to £10,000 00 each, and
- the share premium account standing in the books of the Company in the sum of £229,693,659 47 be cancelled

We, being all the directors of the Company, confirm that

- 1 the Solvency Statement was made not more than 15 days before the date on which the special resolution approving the Capital Reduction was passed, and
- 2 a copy of the Solvency Statement was provided to every eligible member in accordance with section 642(2) of the Companies Act 2006

Signed on 12 July 2016 by each of the directors of the Company

IAN GOULDING

) Signature

MICHAEL PURTILL

) Signature

