

Company No. 04895923

DIRECTORS' STATEMENT
Pursuant to s644(5) Companies Act 2006

AVERY WEIGH-TRONIX HOLDINGS LIMITED
(the "Company")

This is a directors' statement made by all the directors of Avery Weigh-Tronix Holdings Limited in accordance with s644(5) Companies Act 2006

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

- 1 the solvency statement dated 15 November 2013 (the "Solvency Statement") was made not more than 15 days before the date on which the resolution of the members of the Company for the reduction of the Company's share capital was passed, and
- 2 the Solvency Statement was provided to each member of the Company in accordance with s642(3) Companies Act 2006

This statement is made on 15 November 2013



GILES HUDSON
Director, Avery Weigh-Tronix
Holdings Limited



PHILIP DEAKIN
Director, Avery Weigh-Tronix
Holdings Limited

EDWARD UFLAND
Director, Avery Weigh-Tronix
Holdings Limited



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