

Number 5215725

ST HELEN'S PRIVATE EQUITY LIMITED

RESOLUTION

Pursuant to the Companies Act 2006 Section 30

Passed 31 July 2014

At a general meeting of the members of St Helen's Private Equity Limited, duly convened and held at 46 New Broad Street, London EC2M 1JH on 31 July 2014 the following Resolution was duly passed as a Special Resolution

That the payment of £78,849 68 out of the capital of the Company pursuant to the provisions of Chapter 5 of Part 18 of the Companies Act in respect of the redemption of the 2,252,848 Redeemable Shares of 3 5p each is hereby authorised and approved



Secretary

THURSDAY



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31/07/2014

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COMPANIES HOUSE

ST HELEN'S PRIVATE EQUITY LIMITED
Registration No. 5215725
("the Company")

DIRECTORS' STATEMENT

PURSUANT TO SECTION 714 OF THE COMPANIES ACT 2006 ("the Act")

The amount of the permissible capital payment for 2,252,857 redeemable shares of 3 5p each (as defined by Section 710 of the Act) to be purchased by the Company shall be for a maximum amount of £78,850

The Directors of the Company for the time being, have made full inquiries into the affairs and prospects of the Company and having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), have formed the opinion that

- (a) As regards the initial situation of the Company immediately following the date on which the payment out of capital is proposed to be made, there will be no grounds on which the Company could be found to be unable to pay its debts, and
- (b) As regards the prospects of the Company for the year immediately following the date of payment that having regard to
 - (i) It is the intention to commence the winding up of the Company within the next twelve months of this Statement and in which case the Company would make provisions to pay or otherwise discharge its debts and all other liabilities in full within twelve months of the commencement of any such Winding up, or
 - (ii) In any other case that the Company will be able to pay or otherwise discharge its debts and other liabilities as they fall due during the period prior to any winding up immediately following the date of this Statement

the Company will be able to continue to carry on business as a going concern until such time that the Company passes a resolution to wind-up the Company (and will accordingly make provision and be able to pay its debts as and when they fall due) following the date of payment

An Auditor's Report from the auditors appointed to the Company for the time being and that such report as is required complies with Section 714(6) of the Act and is attached to this statement

The Company's business is that of an investment company and does not include that of either a banking company or an insurance company

It is intended to commence the winding up of the Company within twelve months of the date of this statement and any provision as stated above shall be made to meet and discharge all liabilities as and when they fall due

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We acknowledge our responsibilities under the Companies Act 2006 in making this statement and in particular that if we make a solvency statement without having reasonable grounds for the opinions expressed in it and the statement is delivered to the Registrar of Companies, every director in default commits an offence and is liable to imprisonment of up to two years or a fine or both

29th July 2014

We make and sign this statement, and declare that its contents are true, on • 2014

SIGNED by JON PETER PITHER

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SIGNED by MARK WILLIAM ANTONY WARDE-NORBURY

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SIGNED by NICOLA BROOKES

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SIGNED by HAMISH GRAHAM WILLIAMS

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