

BROOKGATE LIMITED
Company number 7057863
(the "Company")

TUESDAY



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25/10/2016

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COMPANIES HOUSE

Statement to comply with Section 644(5) Companies Act 2006 made on 25 October 2016



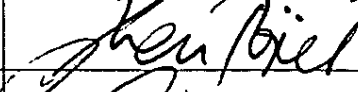
We refer to the written resolution of the shareholders of the Company dated 25 October 2016 (a copy of which accompanies this statement) (the "**Written Resolution**") which approved the Company making a capital reduction of an amount equivalent to the nominal value and premium paid up on 2,000,000 "D" preference shares currently in issue in the Company (the "**D Preference Shares**"), which were issued with a nominal value of £0 00001 and premium of £0 99999 per D Preference Share, and 10,000,000 "E" preference shares currently in issue in the Company (the "**E Preference Shares**") which were issued with a nominal value of £0 00001 and premium of £0 99999 per E Preference Share and cancelling and extinguishing such D Preference Shares and E Preference Shares in return for the holders of such shares as at the date that the reduction of capital is effective receiving, in proportion to the total number of D Preference Shares and/or E Preference held by each of them, an amount equal to the nominal value and premium value paid up on the issue of such 2,000,000 D Preference Shares and 10,000,000 E Preference Shares (the "**Reduction of Capital**")

Statement by the directors

We,

Colin Rutherford,
Jonathan Wooles,
Sven Topel, and
Roderick Carnan,

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 25 October 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 shareholders at the same time as the proposed Written Resolution was sent to the shareholders

Name of Director:	Signature
Colin Rutherford	
Jonathan Wooles	
Sven Topel	
Roderick Carnan	