

Engage Health Holdings Limited
(the "Company")

Company No
07112411

The Companies Act 2006

**Solvency statement made in relation to the proposed reduction in capital of the
Company, made on 23 November 2015.**

We, the directors named below (being all the directors of the Company as at the date of this statement), make the following statement for the purposes of section 642 of the Companies Act 2006 and in accordance with section 643 of the Companies Act 2006

The company proposes to reduce its share capital by the sum of £4,999,901 by the cancellation of £4,999,901 standing to the credit of the Company's share capital and the cancellation and repayment at par of 4,999,901 Ordinary shares of £1 00 each fully paid up in the capital of the Company

Having taken account of all the Company's liabilities we have formed the opinion that there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and that if it is intended to commence the winding up of the Company within twelve months of the date of this statement, that the company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of the winding up; or in any other case, that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement

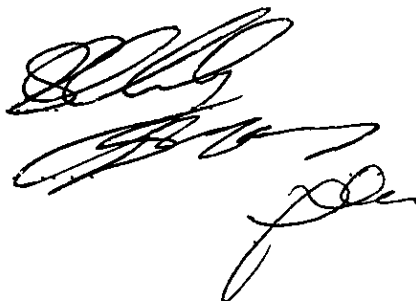
Signed

Simon Christopher Markey (Director)

John William Adams (Director)

Keith Frederick Meeres (Director)

Date 23/11/2015



THURSDAY



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03/12/2015

COMPANIES HOUSE

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