

CITIES GROUP HOLDINGS LIMITED

(company number 09268030)

(the "Company")

**STATEMENT OF COMPLIANCE MADE BY
THE DIRECTORS OF THE COMPANY**

This is a statement for the purposes of section 644(5) of the Companies Act 2006 (the "Act").

We, the undersigned, being all the directors of the Company, hereby state that the solvency statement dated
24 November 2021 and made for the purposes of section 642 of the Act in the form as prescribed
by the Companies (Reduction of Share Capital Order 2008), SI 2008/1915 and section 643 of the Act was:

1. made not more than 15 days before 24 November 2021, being the date on which the written resolution to reduce the share capital of the Company from £1,685,000,001 to £1.00 by cancelling and extinguishing 1,685,000,000 ordinary shares of £1.00 each in the capital of the Company (the "**Capital Reduction**"); and that £1,685,000,000 arising upon the Capital Reduction be credited to the Company's retained earnings; and
2. provided to the sole shareholder of the Company in accordance with section 642(2) of the Act, a copy of the solvency statement complying with section 643 of the Act having been sent to or submitted to the sole shareholder at or before the time at which the proposed resolution was sent or submitted to them.

Dated: 24 November 2021

Signed

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Andrew Donnan
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William John Andrew Donnan
Director

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Katie Elizabeth Smart
Director