To: The Registrar of Companies

> Companies House Crown Way

COMPANIES HOUSE EDIMPURSH

Cardiff CF14 3UZ

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COMPANIES HOUSE

Dear Sirs,

Reduction in the share capital of Ind Coope (West Midlands) Limited (the "Company") from £1,154,551 to £1 by the cancellation of (a) 901,999 x ordinary shares of £1.00 each; and (b) 252,551 cumulative preference shares of £1.00 each (the "Share Capital Reduction").

- 1 We refer to the Share Capital Reduction.
- 2 The Share Capital Reduction is being carried out pursuant to section 641 of the Companies Act 2006 (the "Act").
- 3 Pursuant to section 644(5) of the Act, the directors of the Company hereby confirm:
 - 3.1 the solvency statement (the "Solvency Statement") made by the directors of the Company (a copy of which has been delivered to Companies House at Cardiff on or around the date hereof) was made not more than 15 days before the date on which the shareholder of the Company passed a special resolution approving the Share Capital Reduction pursuant to section 642 of the Act (the "Special Resolution");
 - 3.2 the Special Resolution was passed by way of a written resolution (notice of the passing of the Special Resolution has been delivered to Companies House at Cardiff on or around the date hereof); and
 - 3.3 the Solvency Statement was sent or submitted to the eligible member at or before the time at which the Special Resolution was sent or submitted to the eligible member.

Signed by:

Christopher Moore

Mountstevens

Sean Paterson