

Company number: 02304655

DIAGONAL CONSULTING LIMITED

("Company")

**STATEMENT OF COMPLIANCE REGARDING REDUCTION OF CAPITAL SUPPORTED
BY SOLVENCY STATEMENT**

(pursuant to section 644(5) of the Companies Act 2006)

The Company has taken steps to effect the following capital reduction ("Capital Reduction") supported by a solvency statement made by the directors of the Company on 21 December 2011 pursuant to section 642 of the Companies Act 2006 ("Solvency Statement")

It is proposed to

- cancel the Company's share premium account, and
- reduce the share capital of the Company from £3,000,000 (comprising 3,000,000 ordinary shares of £1 00 each) to £3 00 divided into 3,000,000 ordinary shares of £0 000001 each

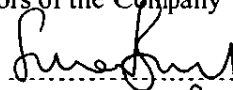
We, being all the directors of the Company, confirm that

- 1 the Solvency Statement was made not more than 15 days before the date on which the special resolution approving the Capital Reduction was passed, and
- 2 a copy of the Solvency Statement was provided to every eligible member in accordance with section 642(2) of the Companies Act 2006

Signed on 21 December 2011 by each of the directors of the Company

SIMON DEREK BURT:

) Signature



TERENCE WILLIAM BURT:

) Signature

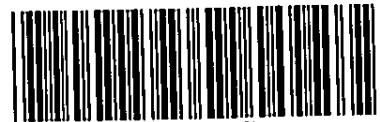


NICHOLAS PAUL GROSSMAN:

) Signature



THURSDAY



LD1 22/12/2011 #143
COMPANIES HOUSE