

**Statement of compliance
for the purposes of section 644(5) Companies Act 2006 ("2006 Act")**

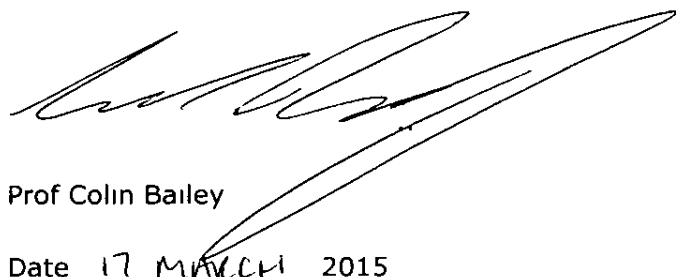
Company number: 03278630

Company name: The University of Manchester Innovation Centre Limited

The University of Manchester Innovation Centre Limited ("**Company**") passed a special resolution by written resolution on 17th March 2015 to reduce its share capital in accordance with section 641 to 643 of the 2006 Act.

We, the directors of the Company, hereby confirm

- (a) that a solvency statement was made on 17th March 2015 by each of us as the directors of the Company;
- (b) that the solvency statement was made not more than 15 days before the date on which the special resolution was passed, and
- (c) that a copy of the solvency statement was sent to every eligible shareholder at or before the time at which the proposed special resolution was sent to him



Prof Colin Bailey

Date 17 MARCH 2015



Mr Bryan Bodek

Date 17 MARCH 2015

Mr Scott Fletcher

Date 2015



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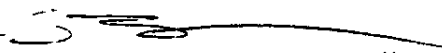
Prof Colin Bailey

Date 2015

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Mr Bryan Bodek

Date 2015



Mr Scott Fletcher

Date 17 March 2015

Prof Luke Georghiou

Date 2015

Mr Stephen Mole

Date 2015

Dr Krishnamurthy Rajagopal

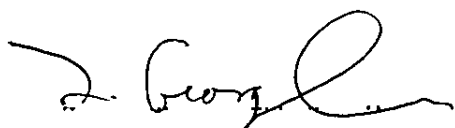
Date 2015

Mr Clive Rowland

Date 2015

Mrs Jane Shelton

Date 2015



Prof Luke Georghiou

Date 17 MARCH 2015



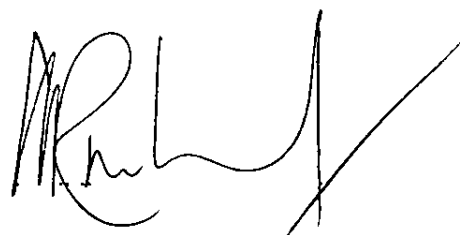
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