

**DIRECTORS' STATEMENT AS REQUIRED BY S.644(5) CA 2006****Xchanging UK Limited****(registered number 03616858)****(the Company)**30th March 2017**To The Registrar of Companies****Capital reduction of the Company**

In accordance with section 644(5) of the Companies Act 2006, we David Gray and Michael Woodfine, all of the directors of the Company confirm that the solvency statement dated 30 March 2017 was:

- (i) made not more than 15 days before the date on which the resolution for reducing the share capital was passed; and
- (ii) was provided to the members in accordance with section 642(2) of the Companies Act 2006.

in counterpart
Signed by all of the directors of the Company:

David Gray

Michael Woodfine