

Company number: 04016822

DELPHIS (HOLDINGS) LIMITED

("Company")

DIRECTORS' STATEMENT OF SOLVENCY

(for the purposes of section 642 of the Companies Act 2006)

It is proposed that the Company effect the following reduction of capital supported by a solvency statement pursuant to section 642 of the Companies Act 2006 ("**Proposed Reduction**")

In order to dissolve the Company, it is proposed to

- cancel the Company's share premium account, and
- reduce the share capital of the Company from £100,279 104 (comprising 50,000,000 ordinary A shares of £0 001 each, 6,716,368 ordinary B shares of £0 001 each, 6,716,368 ordinary C shares of £0 001 each and 36,846,368 ordinary D shares of £0 001 each) to £1.00279104 divided into 50,000,000 ordinary A shares of £0 00000001 each, 6,716,368 ordinary B shares of £0 00000001 each, 6,716,368 ordinary C shares of £0 00000001 each and 36,846,368 ordinary D shares of £0 00000001 each

We, Simon Derek Burt, Terence William Burt, and Nicholas Paul Grossman, being all the directors of the Company, make the following statements in relation to the Proposed Reduction for the purposes of section 642 of the Companies Act 2006

- 1 we have each formed the opinion, as regards the Company's situation at the date of this statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts, and
- 2 we have each formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement, and
- 3 in forming these opinions, we have each taken into account all of the Company's liabilities (including any contingent or prospective liabilities) as required by section 643(2) of the Companies Act 2006

Made and signed on *12 MAY*
Company

2011 by each of the above named directors of the

SIMON DEREK BURT:

) Signature

TERENCE WILLIAM BURT:

) Signature

NICHOLAS PAUL GROSSMAN:

) Signature

SATURDAY



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14/05/2011

COMPANIES HOUSE

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