

Company number: 04121721

WSP EUROPEAN HOLDINGS LIMITED

(the "Company")

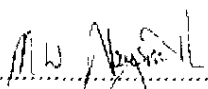
STATEMENT OF DIRECTORS

We, as all the directors of the Company, make this statement for the purposes of section 644(5) of the Companies Act 2006 (the "Act") and confirm that:

1. the solvency statement was made not more than 15 days before the date that the required special resolution to reduce the share capital account of the Company (the "**Special Resolution**") was passed; and
2. a copy of the solvency statement was sent and submitted to every eligible shareholder of the Company as at or before the time at which the proposed form of the Special Resolution was sent and submitted to that shareholder, in accordance with section 642(2) of the Act.

Signed on 30 November 2017.


Name: Miles Lawrence Barnard


Name: Mark William Naysmith

