

**Solvency statement under section 643 of the Companies Act 2006 ("2006 Act")  
made for the purposes of section 642 of the 2006 Act**

**Company number: 04166900**

**Company name : RCG Holdings Limited**

**Proposal for reduction of share capital**

RCG Holdings Limited (the "**Company**") is proposing to reduce its share capital from £71,300,000.00 divided into 71,300,000.00 ordinary shares of £1.00 each registered in the name of Clovepark Limited to 1 ordinary share of £1.00, with the amounts by which the share capital is so reduced being credited to a reserve. As a result of that reduction the Company's share capital will be £1.00.


**Directors' statement**

We, the directors named below being all the directors of the Company have formed the opinion for the purposes of section 642 of the 2006 Act that:

- (a) as regards the Company's situation at the date of this statement there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
- (b) 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.

In forming the above opinions we have taken into account all of the Company's liabilities (including any contingent or prospective liabilities).

This statement is made on 20 DECEMBER 2013

  
Signed  
**Michael John Schurch**

  
Signed  
**Duncan Hinks**

**Dated 20 DECEMBER 2013**

