

Company Number: 04699262

**SHELBOURNE SENIOR LIVING LIMITED**

**(the "Company")**

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**STATEMENT**

**of**

**THE DIRECTORS**

**dated 11 August 2021**

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

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We, the directors named below, being together all of the directors of the Company as at the date of this statement, each make this statement for the purposes of section 644(5) of the Act.

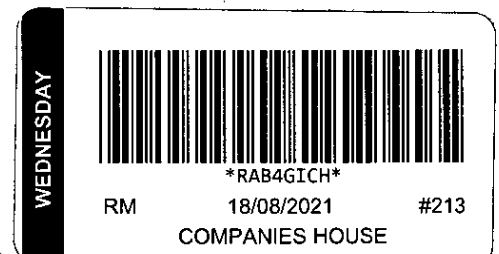
**WHEREAS:**

- A. On 11 August 2021 the Company passed a special resolution (the "**Resolution**"), proposed and passed as a written resolution under Chapter 2 of Part 13 of the Act, to reduce its share capital by cancelling and extinguishing 1,772,110 A ordinary shares of £1.00 each, 33,451 B ordinary shares of £1.00 each and 16,143,775 C ordinary shares of £0.01 each (being £1,966,998.75 in aggregate) and all of the Company's share premium account (being £15,982,338.00).
- B. The Resolution was supported by a solvency statement, a copy of which is attached hereto, made in accordance with sections 642 to 644 of the Act (the "**Solvency Statement**").

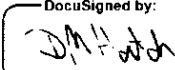
**THEREFORE:**

In light of the above we hereby confirm that the Solvency Statement was:

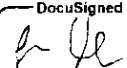
- (a) made not more than fifteen (15) days before the date on which the Resolution was passed; and
- (b) provided to every eligible member (as defined at section 289 of the Act) in accordance with section 642(2) of the Act.




**Signed by:**

DocuSigned by:  
  
.....2E7170688A2C414 .....

Name: Dianne Margaret Hatch

DocuSigned by:  
  
.....A4B604326880495 .....

Name: Jason David Myers

DocuSigned by:  
  
.....42A9A7466F19423 .....

Name: Caroline Mary Roberts