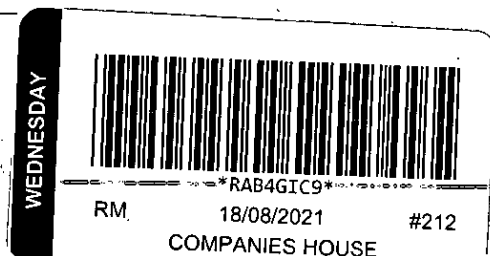


Company Number: 04699262

SHELBOURNE SENIOR LIVING LIMITED

(the "Company")

**SOLVENCY STATEMENT
of
THE DIRECTORS**



**Solvency Statement under section 643 of the Companies Act 2006 (the "Act"),
made for the purposes of section 641(1)(a) of the Act
on 11 August 2021**

We, the directors named below, being the directors of the Company as at the date of this statement, make this statement for the purposes of section 641(1)(a) of the Act and in support of the proposed special resolution of the Company to reduce part of the share capital of the Company as described at recital A below.

WHEREAS:

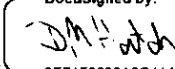
- A. It is proposed that the Company pass a special resolution (the "**Resolution**"), proposed as a written resolution, to reduce its share capital by cancelling and extinguishing 1,772,110 A ordinary shares of £1.00 each, 33,451 B ordinary shares of £1.00 each and 16,143,775 C ordinary shares of £0.01 each (being £1,966,998.75 in aggregate) and all of the Company's share premium account (being £15,982,338.00,) (the "**Reduction**").
- B. The amount of such Reduction (being £17,949,336.75 in aggregate), if approved by the Company's members, is to be credited to the retained earnings reserve of the Company, which reserve shall be treated as realised profit as permitted by the Companies (Reduction of Capital) Order 2008 (the "**Capital Reduction Order**").
- C. Section 641(1)(a) of the Act requires that the Resolution must be supported by a solvency statement (the "**Solvency Statement**") in the form prescribed in section 643 of the Act and in the Capital Reduction Order.
- D. Section 642 of the Act requires that the directors make the Solvency Statement in accordance with section 643 of the Act, not more than fifteen (15) days before the date on which the Resolution is passed by the Company's shareholders, and a copy of the signed Solvency Statement be circulated to all eligible members at or before the time the Resolution is circulated to them for signing.

THEREFORE:

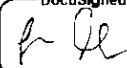
In light of the above, and having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), we hereby confirm and state that we have formed the opinion that:

- (a) as regards the Company's situation at the date of this Solvency Statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
- (b) it being intended to commence the winding up of the company within twelve months of that date, the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of the winding up.

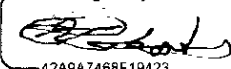
Signed by:

DocuSigned by:

2E7170688A2C414

Name: Dianne Margaret Hatch

DocuSigned by:

A4B6C4326880495

Name: Jason David Myers

DocuSigned by:

42A9A7468F19423

Name: Caroline Mary Roberts