

Company number: 5094965

CT ICE (HOLDINGS) LIMITED
("Company")

**STATEMENT OF COMPLIANCE RE REDUCTION OF CAPITAL SUPPORTED BY
SOLVENCY STATEMENT**
(pursuant to section 644(5) of the Companies Act 2006)

The Company has taken steps to effect the following capital reduction ("Capital Reduction") supported by a solvency statement made by the directors of the Company on **17** December 2014 pursuant to section 642 of the Companies Act 2006 ("Solvency Statement")

- (i) cancelling and extinguishing for no consideration the 60,000 ordinary Shares of £1 00 each registered in the name of Iceland Foods Group Limited,
- (ii) cancelling and extinguishing for no consideration 2,789,999 ordinary Shares of £1 00 each registered in the name of CT Ice Acquisitions Limited, and
- (iii) cancelling the share premium account

We, being all the directors of the Company, confirm that

- 1 the Solvency Statement was made not more than 15 days before the date on which the special resolution approving the Capital Reduction was passed, and
- 2 a copy of the Solvency Statement was provided to every eligible member in accordance with section 642(2) of the Companies Act 2006

Signed on **17** December 2014 by each of the directors of the Company

MALCOLM CONRAD WALKER

) Signature

TARSEM SINGH DHALIWAL

) Signature

NICHOLAS CANNING

) Signature

