

CENTER PARCS SPA DIVISION HOLDINGS LIMITED

(company number 05268258)

(the "Company")

**STATEMENT OF COMPLIANCE MADE BY
THE DIRECTORS OF THE COMPANY**

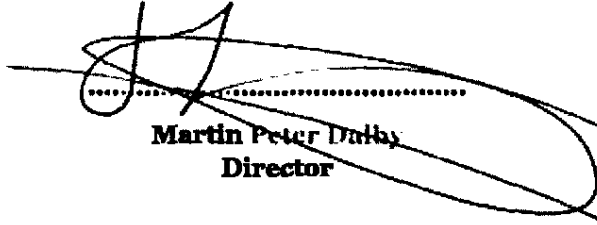
This is a statement for the purposes of section 644(5) of the Companies Act 2006 (the "Act").


We, the undersigned, being all the directors of the Company, hereby state that the solvency statement dated *20 November* 2017 and made for the purposes of section 642 of the Act in the form as prescribed by the Companies (Reduction of Share Capital Order 2008), SI 2008/1915 and section 643 of the Act was:

1. made not more than 15 days before *20 November* 2017, being the date on which the written resolution to reduce the share capital of the Company from £800,000 to £1.00 by reducing the nominal value of the ordinary shares in the capital of the Company from £1.00 each to £0.00000125 each (the "Capital Reduction"); and that the aggregate sum of £799,999 arising upon the Capital Reduction be credited to the profit and loss account of the Company, were passed as special resolutions; and
2. provided to the shareholders of the Company in accordance with section 642(2) of the Act, a copy of the solvency statement complying with section 643 of the Act having been sent to or submitted to the shareholders at or before the time at which the proposed resolution was sent or submitted to them.

Made and signed by all the directors of the Company on: *20 November* 2017

Signed:


.....
Martin Peter Dalby
Director


.....
Colin Grant McKinlay
Director

THURSDAY



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COMPANIES HOUSE