

Company No. 08035563

BLUJAY SOLUTIONS GROUP HOLDINGS LIMITED

("Company")

DIRECTORS' STATEMENT OF SOLVENCY
(for the purposes of section 642 of the Companies Act 2006 ("Act"))

1. It is proposed that the Company effects a reduction of capital supported by a solvency statement pursuant to section 642 of the Act ("**Proposed Reduction**"):
 - 1.1 to reduce the Company's share capital from £10,001 to £1.00 by cancelling and extinguishing 10,000 ordinary shares of £1.00 each held in the issued share capital of the Company, all of which are fully paid up; and
 - 1.2 to reduce its share premium account standing in the books of the Company in the amount of £34,584,376.728 to nil.
2. Following the Capital Reduction, the issued share capital of the Company would be £1.00, consisting of one ordinary share held by BluJay Topco Limited of £1.00.
3. We, Laura Fese and Deepa Kurian, being the directors of the Company, make the following statements in relation to the Proposed Reduction for the purposes of section 642 of the Act:
 - 3.1 we have formed the opinion, as regards the Company's situation at the date of this statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts;
 - 3.2 it is intended to commence the winding up of the Company within 12 months of the date of this statement and we have each formed the opinion that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up; and
 - 3.3 in forming these opinions, we have each taken into account all of the Company's liabilities (including any contingent or prospective liabilities) as required by section 643(2) of the Act.

Signed on August 8, 2022 ("**Effective Date**") by the directors of the Company:

IN WITNESS WHEREOF, the undersigned Directors have executed this solvency statement effective as of the Effective Date and have directed that it be filed with the minutes of the proceedings of the board of directors of the Corporation. This solvency statement may be executed in one or more counterparts, including counterparts transmitted by facsimile or electronic transmission (including portable document format (pdf)), each of which shall be an original and all of which together shall be one and the same instrument.

DIRECTORS:

DocuSigned by:

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Name: Laura Fese

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Name: Deepa Kurian