

Company No. 08035563

BLUJAY SOLUTIONS GROUP HOLDINGS LIMITED

("Company")

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

1. The Company has taken steps to effect a capital reduction ("**Capital Reduction**") supported by a solvency statement made by the directors of the Company on August 8, 2022 pursuant to section 642 of the Companies Act 2006 ("**Solvency Statement**");
 - 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.
3. We, being the directors of the Company, confirm that:
 - 3.1 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
 - 3.2 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 August 8, 2022 ("**Effective Date**") by the directors of the Company:

IN WITNESS WHEREOF, the undersigned Directors have executed this Director's statement of compliance 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 Director's statement of compliance 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:

Laura Fese

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Name: Laura Fese

DocuSigned by:

Deepa Kurian

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Name: Deepa Kurian