

JCRA Group Limited
COMPANY NUMBER: 08255583


SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 (CA 2006)
MADE ON *31 DECEMBER* 2021

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 643 of the CA 2006 for the purposes of section 642 of the CA 2006.

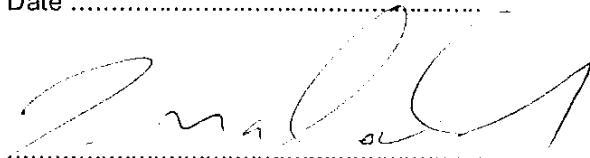
Having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), we have formed the opinion that:

- a) as regards the Company's situation at the date of this statement, there is no ground on which the company could then be found to be unable to pay (or otherwise discharge) its debts; and
- b) the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

Signed by:


.....
Jackie Bowie

Date *31.12.21*
.....


.....
Jamie Macdonald

Date *31.12.21*
.....

JCRA GROUP LIMITED (Company No. 08255583) (the "Company")

12 St James's Square

London SW1Y 4LB

Statement of Compliance Under Section 644(5) of the Companies Act 2006 ("CA 2006") made on 31st December 2021.

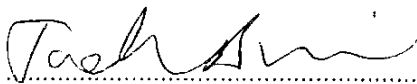
We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006.

As set out in the written resolution circulated to members on 31st December 2021, the Company proposes to reduce its share capital account in accordance with the solvency statement procedure under section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 ("**Solvency Statement**") on 31st December 2021 and the resolution approving the reduction of the share premium account ("**Resolution**") was passed as a written resolution on 31st December 2021.

We confirm that:

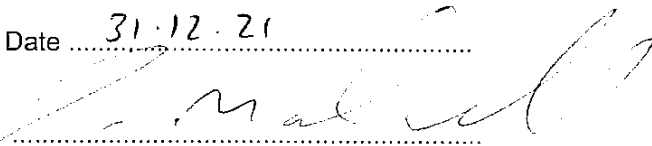
- a) the Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- b) a copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted to him.

Signed by:



Jackie Bowie

Date 31.12.21



Jamie Macdonald

Date 31.12.21

DON'T
STAPLE

SH19

Statement of capital for reduction supported by
solvency statement or court order

Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

✗ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number 0 8 2 5 5 5 8 3

Company name in full JCRA Group Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page
Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
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Currency table A

GBP	Ordinary	1	£1	
Totals		1	£1	£0

Currency table B

Totals				

Total issued share capital table

You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10	Total aggregate amount unpaid ❶ Show different currencies separately. For example: £100 + €100 + \$10
Grand total	1	£1	£0

❶ **Total aggregate amount unpaid**
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.


SH19

Statement of capital for reduction supported by solvency statement
or court order

Class of share	Ordinary	❶ Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. A separate table must be used for each class of share. Continuation pages Please use a Statement of capital continuation page if necessary.
Prescribed particulars ❶	The Lien conferred by regulation 8 of table A shall apply to: 1) All shares of the company whether fully paid or not, and 2) To all shares registered in the name of the company whether he be the sole registered holder thereof or one of several joint holders. The Lien conferred by regulation 8 of the table A shall be for all indebtedness or other liability to the company of any member.	
Class of share		
Prescribed particulars ❶		
Class of share		
Prescribed particulars ❶		

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Signature

	I am signing this form on behalf of the company.	
Signature	Signature 	❷ Societas Europaea. If this form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership. ❸ Person authorised Under either section 270 or 274 of the Companies Act 2006.
	This form may be signed by: Director❷, Secretary, Person authorised❸, CIC manager.	

SH19

Statement of capital for reduction supported by solvency statement
or court order



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Share capital

Complete a separate table for each currency.

04/22 Version 5.0

SH19 - Continuation page

Statement of capital for reduction supported by solvency statement or court
order

3

Prescribed particulars of rights attached to shares

Class of share		
Prescribed particulars 1		1 Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. A separate table must be used for each class of share.

Company number: 08255583

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

JCRA GROUP ("the Company")

31 DECEMBER 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Resolution").


SPECIAL RESOLUTION:

THAT the share capital of the Company be reduced by £3,409,477 from £3,409,478 to £1 and the amount by which the share capital account is so reduced to be credited to a reserve.

Please read the notes at the end of this document before signifying your agreement to the Resolution.

I am a person entitled to vote on the Resolution on the date noted and I hereby irrevocably agree to the Resolution.

Signature:



Name:

Jackie Baine

Date:

31.12.21

NOTES:

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- *By Hand:* delivering the signed copy to the Company's registered office.
- *By Post:* returning the signed copy by post the Company's registered office,

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. If the Company has not received the necessary level of members' agreement to pass the Resolution by the date falling 28 days from the date the Resolution were first circulated to members the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us in one of the ways described in Note 1 above before the expiry of this period.
4. Save as expressly stated you may not use any electronic address provided either in this document or in any accompanying documents or communications to communicate with the Company

JCRA GROUP LIMITED
(Company No. 08255583)

Minutes of a meeting of the board of directors of JCRA GROUP LIMITED ("**Company**") held at 12 St James's Square, London, England, SW1Y 4LB on *31 DECEMBER 2021*.

PRESENT:	NAME	POSITION
	Jackie Bowie	Director
	Jamie Macdonald	Director

1. CHAIRPERSON

Jackie Bowie was appointed chairperson of the meeting.

2. NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3. INTERESTS IN PROPOSED TRANSACTIONS AND/OR ARRANGEMENTS WITH THE COMPANY

- 3.1 Each director present declared the nature and extent of their interest in the proposed transaction and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 ("**CA 2006**") and the Company's articles of association, as follows:

Jackie Bowie a director

Jamie Macdonald a director

- 3.2 It was noted that under article 9 of the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested subject to any restrictions imposed under article 9 of the Company's articles of association.

4. BUSINESS OF THE MEETING

- 4.1 The chairperson noted that a reduction of the share capital account is permissible pursuant to section 641 of the Companies Act 2006. This must be approved by special resolution and supported by a solvency statement.

- 4.2 The chairperson reported that the business meeting was to propose to the shareholders of the Company that the share capital account of the Company be reduced by £49,999 to £1 and the amount by which the share capital account is so reduced be credited to a reserve.

5. DOCUMENTS PRODUCED TO THE MEETING

- 5.1 The following documents were produced to the meeting:

5.1.1 Draft Solvency Statement

5.1.2 Draft written special resolution of the members of the Company ("Written Resolution") which stated:

"That the share premium account of the Company be reduced by £3,409,477 from £3,409,478 to £1 and the amount by which the share capital account is so reduced be credited to a reserve.

6. RESOLUTIONS

- 6.1 After consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED to prepare the Solvency Statement and approve the draft Written Resolution and send the latter to every eligible member of the Company and the Company's auditors together with the Solvency Statement.

7. ADJOURNMENT

- 7.1 The meeting was adjourned so that the Written Resolution could be sent to every eligible member of the Company and passed.
- 7.2 The meeting was reconvened when the chair reported that the Resolution had been passed in the Written Resolution had been passed.

8. FILING

- 8.1 The chairperson instructed Charlotte Montague to arrange for the following to be filed at Companies House within 15 days of the passing of the Resolution:

8.1.1 Solvency Statement;

8.1.2 Statement of Capital (Form SH19 (Section 644));

8.1.3 Statement by Directors under section 644(5) Companies Act 2006;

8.1.4 Copy of the Written Resolution; and

8.1.5 fee of £10 for a standard service.

9. CLOSE

There was no further business and the chairperson declared the meeting closed.



Chairperson

31.12.21

Date