

**Statement of compliance
for the purposes of section 644(5) Companies Act 2006**

Company number: 08682637

Company name: Barchester Propco Two Topco Limited

Barchester Propco Two Topco Limited (the "**Company**") passed a special resolution by written resolution on 14 June 2017 to reduce its share capital in accordance with section 641 to 643 of the Companies Act 2006.

We, Pete Calveley, Mark Hazlewood and Michael O'Reilly being all the directors of the Company hereby confirm:

- (a) that a solvency statement was made on 14 June 2017 by all the directors of the Company;
- (b) that the solvency statement was made not more than 15 days before the date on which the special resolution was passed; and
- (c) that a copy of the solvency statement was sent to every eligible member at or before the time at which the proposed special resolution was sent to him.


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Signed
Pete Calveley


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Signed
Mark Hazlewood


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Signed
Michael O'Reilly

Dated: 14 June 2017

