

PARKDEAN RESORTS TOPCO LIMITED**COMPANY NUMBER: 09607229****DIRECTORS' STATEMENT UNDER SECTION 644(5) OF THE COMPANIES ACT 2006**

As set out in the written resolution circulated to members on 2nd December 2017, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the Companies Act 2006. The directors signed the solvency statement under section 643 of the Companies Act 2006 (**Solvency Statement**) on 2nd December 2017, and the resolution approving the reduction of capital was passed as a written resolution on 2nd December 2017.

We, the directors named below (being all the directors of the Company as at the date of this statement), confirm that the Solvency Statement made under section 643 of the Companies Act 2006 and dated 2nd December 2017 was:

- (1) made not more than 15 days before the date on which the resolution was passed; and
- (2) made available to members of the Company in accordance with section 642 of the Companies Act 2006.

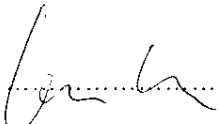
Signed by:



John Anthony Waterworth



Ian Alan Bull



Ian Gill

Date 2nd December 2017

