

GASCOIGNE HALMAN GROUP LIMITED

(Company)

STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (CA 2006) MADE ON ~~18 APRIL 2017~~ 24 April 2017

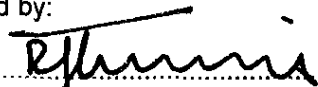
We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006.

As set out in the written resolution circulated to members on 18 April 2017, the Company proposes to reduce its capital by means of 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 18 April 2017 and the resolution approving the reduction of capital (**Resolution**) was passed as a written resolution on ~~18 April 2017~~ 24 April 2017.

We confirm that:

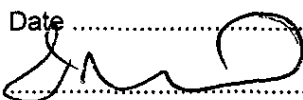
- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to every eligible member at or before the time at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

Signed by:



Richard John Twigg 24 April 2017

Date



David Kerry Plumtree 24 April 2017

Date

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Reginald Stephen Shipperley R. S. Shipperley

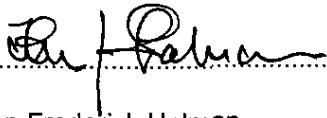
Date 24 April 2017

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David Christopher Livesey DC Livesey

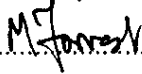
Date 24 April 2017





John Frederick Halman

Date 29 April 2017



Martin Lee Forrest

Date 29 April 2017



Peter John Higham

Date 29 April 2017