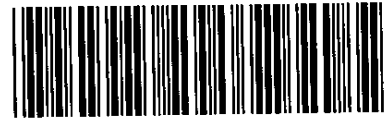


WEDNESDAY



LD1 *L8CTR7AW* 28/08/2019 #80
COMPANIES HOUSE

Company number: 09964306

KINAPSE TOPCO LIMITED
("Company")

**STATEMENT OF COMPLIANCE RE REDUCTION OF CAPITAL SUPPORTED BY
SOLVENCY STATEMENT**

(pursuant to section 644(5) of the Companies Act 2006)

The Company has taken steps to effect the following capital reduction ("**Capital Reduction**") supported by a solvency statement made by the directors of the Company on the date hereof pursuant to section 642 of the Companies Act 2006 ("**Solvency Statement**"):

- the reduction of the Company's share capital by £936,753 from £936,754.31 divided into 93,675,431 shares of £0.01 each to £1.31 divided into 131 shares of £0.01 each and the amount by which the share capital is so reduced be credited to a profit and loss reserve of the Company;
- the reduction by the sum of £92,803,713 of the Company's share premium account (from £92,803,713 to nil), and the amount by which the share premium account is so reduced be credited to the profit and loss reserve of the Company; and
- the reduction by the sum of £18,050 of the Company's capital redemption reserves (from £18,050 to nil), and the amount by which the share premium account is so reduced be credited to the profit and loss account of the Company.

We, being all the directors of the Company, confirm that:

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
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 28 August 2019 by each of the directors of the Company:

STUART JAMES DONALD:

) Signature

MATTHEW MCLOUGHLIN:

) Signature