

**STATEMENT REGARDING THE SPECIAL RESOLUTION TO BE FILED AT  
COMPANIES HOUSE IN ACCORDANCE WITH SECTION 644(5) CA 2006**

Civitas SPV149 Limited

(Registered in England & Wales - No. 11462691)

**STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF SECTION 644(5) COMPANIES ACT  
2006**

(Dated 12 June 2019)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 12 June 2019 as a Special Resolution:

**“THAT the whole of the amount standing to the credit of the share premium account of the Company as at 12 June 2019 be cancelled”**

In accordance with section 644(5) of the Companies Act 2006, we, being all of the directors of the Company as at the date hereof, confirm that:

- i. the solvency statement made by the directors of the Company dated 12 June 2019 (the **Solvency Statement**) (a copy of which is attached to this statement) was made not more than 15 days before the date on which the Special Resolution set out above was passed; and
- ii. in accordance with section 642(2) of the Companies Act 2006, a copy of the Solvency Statement was sent or submitted to every eligible member of the Company at or before the time at which the proposed Special Resolution set out above was sent or submitted to him or her.

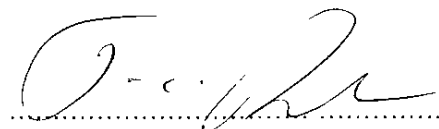
Signed by all of the directors of the Company as at the date of this statement.

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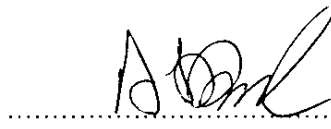
Graham Peck

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Paul Bridge

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Thomas Pridmore

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Andrew Dawber

