

PRIVATE COMPANY LIMITED BY SHARES

Harvey Nash Group Holdings Limited

(company number 11464274)

(the "Company")

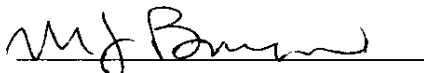
**STATEMENT OF COMPLIANCE BY THE BOARD OF DIRECTORS OF THE COMPANY
UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (the "Act")**

We, the undersigned, being all the directors of the Company as at the date of this statement, make the following statement under section 644(5) of the Act.

As set out in the written resolutions circulated to members of the Company on 30 January 2020, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the Act. The directors of the Company signed a solvency statement in the form prescribed by the Companies (Reduction of Share Capital) Order 2008 and section 643 of the Act (the "**Solvency Statement**") on 30 January 2020 and the special resolutions approving the reduction of capital (the "**Resolutions**") were passed on 30 January 2020.

We confirm that the Solvency Statement was:

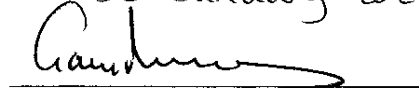
- 1 made not more than 15 days before the date on which the Resolutions were passed; and
- 2 provided to the sole member of the Company in accordance with section 642(2) of the Act.



Name: Michael Branigan

Title: Director

Date: 30 January 2020



Name: Gary Browning

Title: Director

Date: 30 January 2020



Name: Sean West

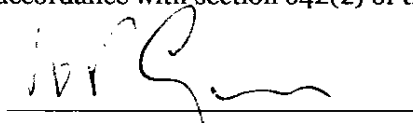
Title: Director

Date: 30 January 2020

Name: Diederik Vos

Title: Director

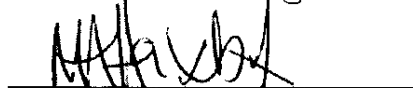
Date:



Name: Adrian Gunn

Title: Director

Date: 30 January 2020



Name: Michael Haxby

Title: Director

Date: 30 January 2020



Name: David Morrison

Title: Director

Date: 30 January 2020

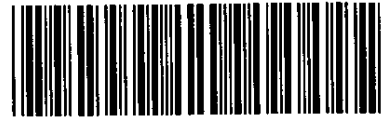


Name: Christopher Tilley

Title: Director

Date: 30 January 2020

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COMPANIES HOUSE

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We confirm that the Solvency Statement was:

- 1 made not more than 15 days before the date on which the Resolutions were passed; and
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Name: Michael Branigan
Title: Director
Date:

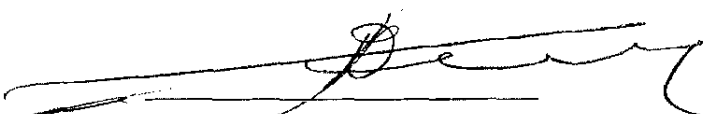
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Name: Diederik Vos
Title: Director
Date: 30 January 2020

Name: Christopher Tilley
Title: Director
Date: