

Company number: 13485230

CLEARWAY (2021) HOLDINGS LIMITED
(Company)

DIRECTORS' STATEMENT OF SOLVENCY
(for the purposes of section 642 of the Companies Act 2006)

It is proposed that the Company effects the following reduction of capital supported by a solvency statement pursuant to section 642 of the Companies Act 2006 (**Proposed Reduction**):

The Company is proposing to reduce its share capital by:

- 1 cancelling and extinguishing 234,559 redeemable preference shares of £1.00 each held by Phillip Sexton (**PS**), each of which is fully paid up and the amount by which the share capital of the Company is so reduced, £234,559, shall be held by the Company and repaid to PS; and
- 2 the reduction of the Company's share premium account of £317,000 by ££52,374.75, with such amount of £52,374.75 to be repaid to PS.

We, Peter Damian Eglinton, Richard Andrew Scully, Stephen Roderick Walls and Next Wave Partners LLP, being all the directors of the Company, make the following statements in relation to the Proposed Reduction for the purposes of section 642 of the Companies Act 2006:

- 1 we have each formed the opinion, as regards the Company's situation at the date of this statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts;
- 2 we have each formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement; and
- 3 in forming these opinions, we have each taken into account all of the Company's liabilities (including any contingent or prospective liabilities) as required by section 643(2) of the Companies Act 2006.

Made and signed on 24 october 2023 by each of the above named directors of the Company:

PETER DAMIAN EGLINTON:) Signature	<div>DocuSigned by:  EE38BF65B9A248G</div>
RICHARD ANDREW SCULLY:) Signature	_____
STEPHEN RODERICK WALLS:) Signature	_____
NEXT WAVE PARTNERS LLP:) Signature	_____
(signed by a designated member)		_____

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STEPHEN RODERICK WALLS:) Signature	
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Made and signed on 24 October 2023 by each of the above named directors of the Company:

PETER DAMIAN EGLINTON:) Signature	
RICHARD ANDREW SCULLY:) Signature	
STEPHEN RODERICK WALLS:) Signature	
NEXT WAVE PARTNERS LLP: (signed by a designated member)) Signature	<div>DocuSigned by: Stephen Walls C075A8E0CF3F8E1C7...</div>

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NEXT WAVE PARTNERS LLP:) Signature	_____
(signed by a designated member)		<div>DocuSigned by: <i>Jonathan Brod</i> 3362C2F56A5436</div>