

Companies House
Crown Way
Cardiff
CF14 3UZ

22 February 2024

FRIDAY



A18 *ACXH6KS8* #24
23/02/2024
COMPANIES HOUSE

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Notice of Audit Exemption for Subsidiary Company

Dear Sirs

The following company (the "**Company**"), registered in England and Wales, is a wholly owned subsidiary of Triley Midco Limited (registered number 13753390) and is included in its consolidated Group accounts which are prepared in accordance with UK-adopted international accounting standards.

Company Name

Triley Midco 2 Limited

Registered Number

13940971

This letter provides written notice that the sole member company of the above Company agrees, for the purposes of section 479A(2)(a) of the Companies Act 2006, to the above Company adopting the exemption from audit for a subsidiary company under section 479A of the Companies Act 2006 for the period ended **30 June 2023**.

We should be most grateful if you would kindly acknowledge safe receipt by stamping and returning this letter in the enclosed SAE.

Approved by

Richard Paling, Director
For and on behalf of **Triley Midco 2 Limited**
(being the sole member of the above
Company)

Approved by

Richard Paling, Director
For and on behalf of **Triley Midco Limited** (being the parent company of
the above Company)

no SAE enclosed

WRITTEN RESOLUTION
of the board of directors of
TRILEY MIDCO 2 LIMITED (No. 13940971) (Company)

We, the undersigned, being the directors of the Company RESOLVE pursuant to the articles of association of the Company that:

1. Declarations of interest

- 1.1 The directors are aware of their obligations under the Companies Act 2006 ("CA2006") and the articles of association ("Articles") of the Company to:
- (a) declare the nature and extent of their interest (direct or indirect) in any proposed or existing transaction or arrangement with the Company; and
 - (b) update any declaration of interest which has become inaccurate or incomplete.
- 1.2 As required by sections 177 and 182 of the CA2006 and the Articles of the Company, the directors declare that they have no interest in the business of the resolution.

2. Business of the Resolution

The business of the resolution is to consider, and if thought fit, approve the Company taking an audit exemption for the financial year ending 30 June 2023 pursuant to section 479A of the CA2006 (**Proposed Exemption**) and to tend to certain formalities in connection with the Proposed Exemption.

3. Documents produced for the Resolution

The following documents have been produced to the directors:

- 3.1 A completed Companies House Form AA06 (Statement of guarantee by a parent undertaking of a subsidiary company), duly executed by a director on behalf of the Company and by a director on behalf of the Company's parent company, Clinigen Limited (**Parent**), under which the Parent provides a statement of guarantee of all outstanding liabilities of the Company for the financial year ending on 30 June 2023 in accordance with section 479C of the CA2006 (**Statement of Guarantee**); and
- 3.2 A signed unanimous agreement of the sole member of the Company agreeing to the Company taking the Proposed Exemption (**Member's Agreement**).

4. Consideration of the documents

- 4.1 It was noted that the Company met the exemption criteria set out in section 479A(1) of the CA2006 but that the Proposed Exemption was conditional on compliance with all of the following conditions:

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- (a) all members of the Company must agree to the Proposed Exemption in respect of the financial year in question;
- (b) the Parent must give a guarantee under section 479C of the CA2006 in respect of that year;
- (c) the Company must be included in the consolidated accounts drawn up for that year or to an earlier date in that year by the Parent in accordance with the provisions of Directive 2013/34/EU of the European Parliament and the Council on the annual financial statements, consolidated statements and related reports of certain types of undertakings or international accounting standards;
- (d) the Parent must disclose in the notes to the consolidated accounts for that year that the Company is exempt from the requirements of the CA2006 relating to the audit of individual accounts by virtue of section 479A of the CA2006; and
- (e) the directors of the Company must deliver to the Registrar of Companies on or before the date that they file the accounts for that year:
 - (i) a written notice of agreement of the members referred to in section 479A(2)(a) of the CA2006;
 - (ii) the Statement of Guarantee referred to in section 479C(1) of the CA2006;
 - (iii) a copy of the Parent's consolidated accounts referred to in section 479A(2)(c) of the CA2006;
 - (iv) a copy of the auditor's report on those accounts; and
 - (v) a copy of the consolidated annual report drawn up by the Parent.

4.2 The directors have considered the Statement of Guarantee and it is noted that it satisfied the requirements of section 479C(2) of the CA2006.

4.3 The directors have considered the Member's Agreement and it is noted that it had been signed by the sole member and that it satisfied the requirements of section 479A(2)(a) of the CA2006.

4.4 It was noted that the Company's accounts for the year ending 30 June 2023 would include a statement on the balance sheet that:

"For the year ending 30 June 2023 the company was entitled to exemption from audit under section 479A of the CA2006 relating to subsidiary companies.

Directors' responsibilities:

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts"

5. Resolutions

Following consideration, including consideration of the matters referred to in section 172(1) of the CA2006, it was resolved that:

- 5.1 Adopting the Proposed Exemption would promote the success of the Company for the benefit of its members as a whole.
- 5.2 The terms of the Statement of Guarantee be and are approved and ratified.
- 5.3 Any director of the Company be and is authorised to sign the Statement of Guarantee on behalf of the Company.

6. Filing

The Company Secretary was instructed to:

- 6.1 Make all necessary and appropriate entries in the books and registers of the Company; and
- 6.2 Deliver to the Register of Companies on or before the date on which the Company files the accounts for the financial year ending 30 June 2023:
 - (a) a copy of the Member's Agreement;
 - (b) the Statement of Guarantee;
 - (c) a copy of the consolidated accounts of the Parent in which the Company is included;
 - (d) a copy of the auditor's report on the consolidated accounts referred to above; and
 - (e) a copy of the consolidated annual report drawn up by the Parent.



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Director: Richard Paling

Date: 22 February 2024