

NELSON THORNES LIMITED (THE COMPANY)

COMPANY NUMBER: 01083899

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006
(CA 2006) MADE ON 24 November 2022**


I, the director named below (being the sole director of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006.

As set out in the written resolution circulated to members on 24 November 2022, the Company proposes to reduce its share capital from £2,775,252 to £1.00 by cancelling and extinguishing 2,775,251 of the issued ordinary shares of £1.00 each in the Company, and cancelling its entire share premium account of £21,380,170.23, in accordance with the solvency statement procedure set out in section 642 of the CA 2006. I signed the solvency statement under section 643 of the CA 2006 (**Solvency Statement**) on 24 November 2022 and the resolution approving the reduction of capital (**Resolution**) was passed as a written resolution on 24 November 2022.

I confirm that:

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted to them.

Signed by:


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Gillian Bisset

.....24th November 2022
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Date