Solvency statement under section 643 of the Companies Act 2006 ("2006 Act") made for the purposes of section 642 of the 2006 Act

Company number: 02848990

Company name: Greencore PF Limited

Proposal for reduction of share capital

Greencore PF Limited (the "Company") is proposing to (i) reduce its issued share capital by £1,902,231.36 from £1,902,421.60 divided into 19,024,216 Ordinary Shares of £0.10 each to £190.24 divided into 19,024,216 Ordinary Shares of £0.00001 each, by reducing the nominal value of each of the shares classes of £0.10 each comprised within its issued share capital to £0 00001 each, (ii) cancel the whole of the Company's share premium account of £4,023,000, and (iii) cancel the whole of the Company's capital redemption reserve of £127,000 As a result of that reduction, the Company's issued share capital will be £190.24 divided into 19,024,216 Ordinary Shares of £0 00001 each.

Directors' statement

We, the directors named below being all the directors of the Company have formed the opinion for the purposes of section 642 of the 2006 Act that:

(a) as regards the Company's situation at the date of this statement there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and

(b) it is intended to commence the winding up of the Company within 12 months of the date of this statement and the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up. Should the winding up not be commenced within 12 months of the date of this statement, 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

In forming the above opinions we have taken into account all of the Company's liabilities (including any contingent or prospective liabilities)
This statement is made on 25 June 2014.

Signed
Michael Evans

Signed
Jolene Gacquin

Signed
Conor O’Leary

Signed
Alan Williams

Signed
Patrick Coveney

Dated: 25 June 2014