GVA JAMES BARR LIMITED
(“Company”)

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

It is proposed that the Company should effect a reduction of capital supported by a solvency statement pursuant to section 642 of the Companies Act 2006 (“Proposed Reduction”) by (i) reducing the Company’s share premium account standing in the books of the Company at the date of this solvency statement by the sum of £13,355; (ii) reducing the Company’s capital redemption reserve standing in the books of the Company at the date of this solvency statement by the sum of £452,687; (iii) reducing the Company’s EBT share reserve standing in the books of the Company at the date of this solvency statement by the sum of £9,060; and (iv) cancelling and extinguishing for no consideration 54,699 issued ordinary shares of £0.25 each registered in the name of the Company’s holding company, GVA Grimley Limited.

We, Donald Smith and Eric Forgie, 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 5/11/2014 by each of the above named directors of the Company:

DONALD SMITH

Signature

ERIC FORGIE

Signature