

THE SIMPLY SMART GROUP LIMITED (THE COMPANY)

COMPANY NUMBER: 04627313

STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (CA 2006) MADE ON 21 DECEMBER 2015

We, the directors named below (being all of the directors 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 resolutions circulated to members on 21 December 2015 the Company proposes to reduce its capital and share premium account by means of the solvency statement procedure under section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 (**Solvency Statement**) on 21 December 2015 and the resolutions approving the reduction of capital and share premium account (**Resolutions**) were passed as written resolutions on 21 December 2015 (**General Meeting**)

We confirm that

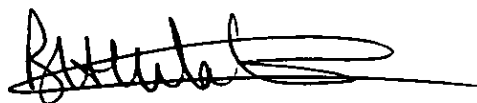
- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed
- A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to every eligible member at or before the time at which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

Signed by



Sir Francis Mackay

Date 21 December 2015



Barnaby Watson

Date 21 December 2015

