

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARE**  
**WRITTEN RESOLUTION**  
**of**  
**ELLIOTT'S ESTATES LIMITED**

WEDNESDAY



**Circulation Date:** 31<sup>st</sup> October 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that the following resolutions are passed (the "Resolutions"):

**SPECIAL RESOLUTION**

- X 1 the Company be wound up voluntarily and that Antony Denham and Sarah Long both of DL Partnership LLP of Suite 5, 90 New North Road, Huddersfield, HD1 5NE be appointed Joint Liquidators of the Company ("Liquidators") for the purposes of the voluntary winding-up,

**ORDINARY RESOLUTIONS**

2. The Liquidators to be appointed to act as joint liquidators of the Company for the purposes of winding up the Company's affairs and distributing its assets and any power conferred on them by law or by these Resolutions may be exercised by them and any act required or authorised under any enactment to be done by them, may be done by him alone,
- 3 the remuneration of the Liquidator be fixed by reference to the time properly spent by them and their staff in connection with the Liquidation capped at £ 5000 plus disbursements and that they are authorised to draw fees on account,
- 4 the Liquidators be at liberty to recharge disbursements as detailed in the circulated Creditors Guide to Liquidators' Fees,

**UNANIMOUS RESOLUTIONS**

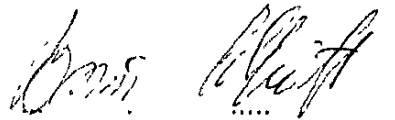
- X 5 the Liquidators be authorised in accordance with the provisions of section 110 Insolvency Act 1986 ("IA86") to enter into an arrangement on the terms of a reconstruction agreement between the Company, B Elliott Farming Limited and B Elliott Property Limited ("Reconstruction Agreement"),
- 6 the Reconstruction Agreement be approved together with all such documents, acts and things which the Liquidators or (at the direction of the Liquidators) the directors of the Company shall execute and do in accordance with all pursuant to such agreement,
7. the Liquidators be authorised

- × (a) pursuant to section 165(2)(A) of the IA86 to exercise the powers specified in part 1 of Schedule 4 to that Act, and
  - × (b) to exercise any of the powers specified in the Company's articles of association in relation to distributing assets;
  - (c) to request the directors of B Elliott Farming Limited and B Elliott Property Limited to arrange for the issue to the shareholders of the Company shares in the number and class in accordance with the Reconstruction Agreement,
- 8. the Company's books and records to be held to the order of the Liquidators until the expiry over 12 months after the date of the dissolution of the Company, and
- 9 in accordance with section 190(1) of the Act, the arrangements in respect of the transfer of the Company's assets pursuant to the Reconstruction Agreement be approved

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by **BRIAN ELLIOTT**



Date

31<sup>st</sup> October 2013

Signed by **MARK ELLIOTT**



Date

31<sup>st</sup> October 2013

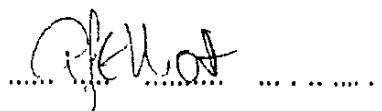
Signed by **ALICE MARGARET ELLIOTT**



Date

31<sup>st</sup> October 2013

Signed by **AMANDA JANE ELLIOTT**



Date

31<sup>st</sup> October 2013

Signed by **ELIZABETH ANN ELLIOTT**



Date

31<sup>st</sup> October 2013

## NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods.

- 1 **By Hand** delivering the signed copy to the Company's registered office
- 2 **Post** returning the signed copy by post to the Company's registered office

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by a date 14 days from the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.