Grovewood Engineering Limited ("THE COMPANY")

WRITTEN RESOLUTIONS

Circulation Date 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that:

- Resolutions a and c below are passed as special resolutions ("Special Resolutions")
- Resolutions b and d below are passed as ordinary resolutions ("Ordinary Resolutions")

RESOLUTIONS

(a) AS A SPECIAL RESOLUTION: that the Company be wound up voluntarily.

(b) AS AN ORDINARY RESOLUTION: that Lawrence King and Milan Vuceljic both of Critchleys, Beaver House, 23-38 Hythe Bridge Street, Oxford, OX1 2EP be and are hereby appointed as joint liquidators for the purposes of such winding up and that any power conferred on them by law or by this resolution, may be exercised and any act required or authorised under any enactment to be done by them, may be done by them jointly or by each of them alone.

(c) AS A SPECIAL RESOLUTION: that the joint liquidators be authorised to divide all or such part of the assets of the Company in specie amongst the members of the Company.

(d) AS AN ORDINARY RESOLUTION: that the joint liquidators be entitled to receive remuneration for their services by them and their staff in attending to matters arising in the winding up subject to the joint liquidators agreeing that their remuneration will be charged as a fixed amount of £1,300 plus VAT and disbursements. The joint liquidators shall also be entitled to recovery Category 2 expenses in accordance with their recovery policy as disclosed. This remuneration and expenses will be paid by Zurich Financial Services (UKISA) Limited.

AGREEMENT

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

Date:................................

I, on behalf of a person entitled to vote at a General Meeting of the Company, hereby irrevocably agree to the Special and Ordinary Resolutions.

Signature: V. deTemple ... on behalf of Zurich Assurance Ltd

Print Name: VICTORIA DE TEMPLE

DATED 28 February 2018

SATURDAY

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COMPANIES HOUSE

Notes

1. You can choose to agree to all of the Ordinary Resolutions and Special Resolutions or none of them but you cannot agree to only one 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:

- By Hand: delivering the signed copy to [Ann Blundell/Philip Lampshire/Neil Owen/Helen Rogers], Company Secretary, [or London] Tri Centre One, New Bridge Square, Swindon, SN1 1HN]
- Post: returning the signed copy by post to [Ann Blundell, Company Secretary, Tri Centre One, New Bridge Square, Swindon, SN1 1HN.]
- Email: by attaching a scanned copy of the signed document to an e-mail and sending it to [ann.blundell@uk.zurich.com]. Please enter "Written resolution dated [circulation date]" in the e-mail subject box.

If you do not agree with 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. Pursuant to the Companies Act 2006, unless, by [28 days after circulation], sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date. The agreement of a member to a written resolution proposed under the Companies Act 2006 is ineffective if signified after this date.