

IN THE MATTER OF THE COMPANIES ACTS 1985 & 2006

& IN THE MATTER OF THE INSOLVENCY ACT 1986

WRITTEN RESOLUTIONS

ADDITIONAL UNDERWRITING AGENCIES (NO.2) LIMITED

The following written resolutions were duly passed by the Members of the Company on 25 March 2014.

Special Resolutions

- 1 THAT the Company be wound up by way of a members' voluntary winding up in accordance with Chapter III of Part IV of the Insolvency Act 1986
- 2 THAT the Liquidator be and is hereby empowered pursuant to Section 165 of the Insolvency Act 1986 to exercise any of the powers specified in Part I, Schedule 4 of the Insolvency Act 1986
- 3 THAT in accordance with the provisions of the Company's Articles of Association the Liquidator be and is hereby authorised to distribute all or part of the assets of the Company in specie to the members in such proportions as he sees fit

Ordinary Resolutions

- 4 THAT Michael David Rollings of Rollings Oliver LLP be appointed as the liquidator of the Company in relation to the winding up of the Company
- 5 THAT the Company's books and records be held by Lloyds of London to the order of the Liquidator until the expiry of six years after the date of dissolution of the Company, when they may be disposed of
- 6 THAT the Liquidator's remuneration is to be calculated by reference to the time properly given by him and his staff in attending to matters arising in the winding up, in accordance with Rule 4 148A of the Insolvency Rules 1986 and the reimbursement of direct expenses
- 7 THAT any acts during the administration of the winding up may be undertaken by the Liquidator

Dated

W. Goodier

Mr William Goodier
Director of the Company

