

**COMPANY NO 01629964**

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF**

**B.I.E. HOLDINGS LIMITED  
(the "Company")**

**Circulation date: 10 June 2019  
(the "Circulation Date")**

**SATURDAY**



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions and ordinary resolutions respectively

**Special Resolutions**

- 1 "That the Company be and is hereby wound up voluntarily".
- 2 "That, if necessary, the Joint Liquidators be and are authorised to enter into an agreement or agreements pursuant to the provisions of Section 110 of the Insolvency Act 1986 ("the Insolvency Act") whereby the whole or part of the Company's business or property is transferred or sold to another company or companies or to a limited liability partnership or partnerships with the Company receiving in compensation or part compensation for the transfer or sale shares policies or other like interests in the transferee company or companies or membership in the limited liability partnership or partnerships for distribution among the members of the Company".
- 3 "That, if necessary, the Joint Liquidators be and are hereby authorised to divide and distribute among the members of the Company all or part of the assets of the Company in specie or in kind in such proportions as among the members of the Company as they may decide".

**Ordinary Resolutions**

- 4 "That Steve Markey and Joph Young of Leonard Curtis, Leonard Curtis House, Elms Square, Bury New Road, Whitefield M45 7TA be and are hereby appointed as Joint Liquidators of the Company for the purposes of the winding up of the Company and the Liquidators are authorised to act jointly and severally".
- 5 "That any transfers or sale of all or any of the assets of the Company, being substantial property transactions involving a director of the Company and being of the requisite value be and are hereby approved in accordance with Section 190 of the Companies Act 2006".
- 6 "That the remuneration of the Joint Liquidators be payable as a set amount of £10,000.00 plus VAT and disbursements without further resolution of the shareholders of the Company and that the Joint Liquidators be authorised to draw such remuneration on account as and when funds permit".
- 7 "That the basis for calculation of Category 2 disbursements incurred by the Joint Liquidators be fixed and payable by reference to the basis for charging as set out in the "Additional Information in Relation to the Policy of Leonard Curtis Regarding Fees and Disbursements" accompanying this document and that the Joint Liquidators be authorised to be reimbursed such costs incurred as and when funds permit".

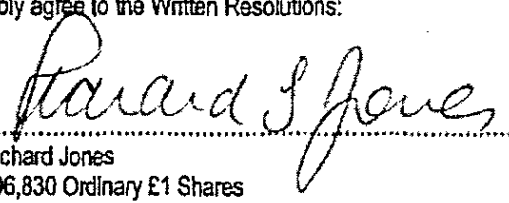
## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the ordinary and special resolutions proposed as Written Resolutions. The undersigned, being all eligible members entitled to vote on the Written Resolutions on the Circulation Date, hereby irrevocably agree to the Written Resolutions:

Signature:

Name of Shareholder:

Shareholding:

  
.....  
Richard Jones

506,830 Ordinary £1 Shares

## IMPORTANT NOTES FOR SHAREHOLDERS

- 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 signify your agreement by signing where indicated and return the document to the Company, c/o Leonard Curtis at Leonard Curtis House, Elms Square, Bury New Road, Whitefield, Greater Manchester M45 7TA.
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 The written resolutions will be passed when the required majority of eligible members have signified their agreement to them (s.296(4) Companies Act 2006) by signing and returning the written resolutions to the Company, c/o Leonard Curtis.
- 4 As resolutions 1-3 are special resolutions, the written resolutions are passed when members representing not less than 75% of the total voting rights of eligible members have signified their agreement.
- 5 Unless sufficient agreement has been received for the resolutions to pass, they will lapse 28 days from the Circulation Date on 8 July 2019. If you agree to the Resolutions, please ensure that your agreement reaches Leonard Curtis before or during this date.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7 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.

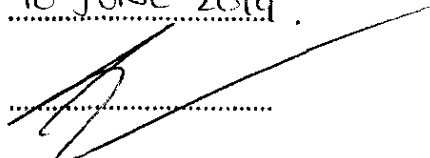
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## FOR LIQUIDATORS' USE ONLY:

Date received by the liquidators at Leonard Curtis, Leonard Curtis House, Elms Square, Bury New Road, Whitefield, Greater Manchester M45 7TA and therefore the date of the passing of the written resolutions:

10 JUNE 2019

Signed by the joint liquidator



Print Name

STEVE MARKEY