

## RESOLUTIONS

Pursuant to Chapter 3 of Part 3 of the Companies Act 2006 and Section 84(1)(b) and 84(3) of the Insolvency Act 1986

**Proudmutual Fleet Management Limited**

**REGISTERED COMPANY NUMBER: 02467508 (Registered in England & Wales)**

**Passed 4 September 2012**

At a General Meeting of the members of the above-named Company duly convened and held on 4 September 2012 at 1 Admiral Way, Doxford International Business Park, Sunderland, SR3 3XP, the following resolutions were duly passed

- (a) AS A SPECIAL RESOLUTION that the Company be wound up voluntarily
- (b) AS AN ORDINARY RESOLUTION that Andrew Timothy Clay and Rob Sadler both of Begbies Traynor (Central) LLP, 11 Clifton Moor Business Village, James Nicolson Link, Clifton Moor, York, YO30 4XG 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 under the provisions of section 165 of the Insolvency Act 1986 to exercise the powers laid down in paragraph 2, Part 1, of Schedule 4 to the Insolvency Act 1986 namely, to make compromises with those who may have claims against the Company
- (d) AS A SPECIAL RESOLUTION that the articles of association of the Company be and are hereby altered in accordance with section 21 of the Companies Act 2006 to include the provisions of Regulation 117 of Table A of the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007
- (e) 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
- (f) AS AN ORDINARY RESOLUTION that the joint liquidators' remuneration be fixed at £1,000 plus VAT
- (g) AS AN ORDINARY RESOLUTION that the joint liquidators be authorised to draw disbursements, including disbursements for services provided by their firm (defined as Category 2 disbursements in Statement of Insolvency Practice 9), in accordance with their firm's policy, details of which accompanied the information presented to the general meeting of the Company

Dated 4 September 2012

Signature

Full Name

Description

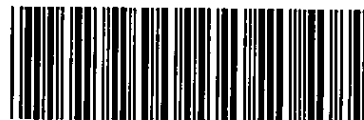
Kenneth Carlaw

Chairman

NOTES

- (1) This form should be signed by the Chairman of the meeting at which the resolutions were passed, or by a Director or the Secretary of the Company. In addition, it should also be authenticated by the liquidator

SATURDAY



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08/09/2012

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COMPANIES HOUSE

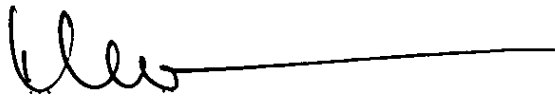
**This copy of the resolutions must be filed with the Registrar of Companies within 15 days after they were passed.**

Presented for filing by -

Rob Sadler  
Begbies Traynor (Central) LLP  
11 Clifton Moor Business Village  
James Nicolson Link  
Clifton Moor  
York  
YO30 4XG

in his capacity as joint liquidator of the Company

Signature  
Rob Sadler  
Joint Liquidator

A handwritten signature in black ink, consisting of a stylized 'R' followed by a long horizontal line.