

Company Number 02595078

WEDNESDAY



THE COMPANIES ACT 1985
(As amended by the Companies Act 1989 and 2006)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

OVAL (717) LTD

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolution is passed as a special resolution

SPECIAL RESOLUTION

IT IS RESOLVED

- 1 That the issued share capital of the Company be reduced from £5,500,002 to £1 with the reduction supported by a solvency statement (as attached), signed by the Company's director

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 22.7.14, hereby irrevocably agree to the Resolution

Andy Nield
Mr Andy Nield

22.7.14
Date

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
- 3 Unless, by 25th July 2014, sufficient agreement has been received for the Resolution to pass, it will lapse.

4 In the case of joint holders of shares, only one 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

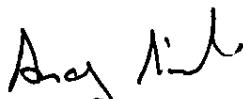
5 If you are signing this document on behalf of a person under power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

Oval (717) Limited

Minutes of a Board Meeting held on
22nd July 2014 in Finance Services, Senate House

Present - Mr Andy Nield Director
Miss Stephanie Fricker Tax Accountant
Mrs Emma Butler Financial Reporting Manager

- 1 **Apologies for absence**
 - None
- 2 AN agreed that the company would be "wound up" as soon as possible To this end the Share Capital of company would be reduced to a nominal value (£1), in accordance with section 644 and 649 of the Companies Act 2006, and the company's assets be transferred to its parent (University of Bristol) at nil value on condition that a professionally certified valuation of the company's assets at the date of transfer (31 July 2014) be obtained The transfer of assets will be deemed to be a dividend in specie at market value
- 3 AN confirmed that a Written Resolution, Solvency Statement (issued 7 July 2014), Directors Statement and Companies House form SH19, drawn up/completed to facilitate the reduction of Share Capital, had been received and were in order.
- 4 AN approved the Written Resolution to reduce the Company's Share Capital
- 5 A valuation of the Sports Centre owned by OVAL (717) Ltd, dated 21st July 2014, has been provided by Alder King LLP The valuation indicates that the building has a current market value £2 18m This was noted and agreed as an appropriate valuation by the Board
- 6 **Any Other Business**
 - None


22.7.14.