

Special Resolutions

4. THAT, the Company be and it is hereby wound up voluntarily,
5. That, if applicable, the Liquidator be authorised to pay unsecured creditors in full" and
6. THAT, the Liquidator be authorised to distribute any of the company's assets in specie.

Agreement

I, Jane Jukes, the undersigned, sole Member, entitled to vote on the Resolutions stated above, hereby irrevocably agree to the passing of the Resolutions on 5 March 2019.

Name of Member	Signature of Member
JANE C. JUKES	Jane C. Jukes

Dated: 5/3/19

THURSDAY



A20 *A80PGNPK* #154
07/03/2019
COMPANIES HOUSE

Company Number: 02690985

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
CELISTA LIMITED ("The Company")

Passed on 5 March 2019

Circulation date: 4 March 2019

I Jane Jukes, the sole Member of the Company agree that the following written resolutions 1, 2 and 3 be and they are hereby passed as ordinary resolutions and the following written resolutions 4 and 5 be and they are hereby passed as special resolutions:

Ordinary Resolutions

1. THAT, Elizabeth Aird-Brown of The MacDonald Partnership Ltd, 29 Craven Street, London, WC2N 5NT be and hereby is appointed as Liquidator of the Company ("the Liquidator") for the purposes of the winding up of the Company;
2. THAT, In respect of all matters pertaining to the liquidation, both pre and post appointment, including the meeting of Members, assisting in the preparation of the Declaration of Solvency, obtaining clearance from HM Revenue and Customs, making a distribution to members and all post appointment statutory requirements, the MacDonald Partnership Limited's ("TMP") fee will be £4,500, excluding disbursements and VAT. If, as a result of the need to undertake additional work beyond that originally envisaged, TMP needs to increase the charges for this work TMP will contact the Board to obtain authority and provide a revised estimate. The disbursements will be paid as a first charge from the asset realisations.
3. THAT, the Liquidator be authorised to charge expenses in accordance with the billing policy issued to all Members. Category 2 disbursements have been estimated at £10 plus VAT. Two types of expenses will be charged:
 - i. Category 1 expenses which generally comprise those external supplies of incidental services specifically identifiable to a specific job or case. (e.g. agents, insurances as well as other outsourced services such as room hire, statutory advertising, court fees, couriers, postage, printing, travel and document storage), and
 - ii. Category 2 expenses which generally comprise costs, which whilst being in the nature of expenses or disbursements, include elements of shared or allocated costs. Examples of such disbursements are included in the billing policy provided to all Members.
 - iii. That, if appropriate, solicitors fees, agents fees, and disbursements (plus VAT), will be deducted from the funds held in respect of the realisations. In the event that there are insufficient funds to cover these disbursements the shareholders will be required to pay the outstanding disbursements (plus VAT).
 - iv. If applicable, the Liquidator be authorised to instruct Accountants to finalise the Corporation Tax and VAT liabilities of the Company and to pay their reasonable costs for doing so as an expense of the liquidation. These fees are estimated at £3,000. In the event that there are insufficient funds to cover these disbursements the shareholders will be required to pay the outstanding disbursements (plus VAT)