

**THE FOLLOWING WRITTEN RESOLUTIONS OF  
THE SOLE MEMBER OF  
WATERLOW INFORMATION SERVICES LIMITED  
WERE PASSED ON 13 SEPTEMBER 2021**

**Special resolutions**

- 1 **'THAT** the Company be wound up voluntarily.'
- 2 **'THAT**, in accordance with the provisions of the Articles of Association, the Joint Liquidators be and are hereby authorised to:
  - (a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company.
  - (b) Value any assets and determine how the distribution shall be carried out to the sole member.
  - (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole member as the Joint Liquidators so determine, but the sole member shall not be compelled to accept any asset upon which there is a liability.'

**Ordinary resolutions**

- 3 **'THAT** Emma Cray and Steven Sherry of PricewaterhouseCoopers LLP, One Chamberlain Square, Birmingham B3 3AX be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'
- 4 **'THAT** the Joint Liquidators' remuneration may be drawn monthly, or at such longer intervals as they may determine, and includes both the following:
  - A fixed fee of £3,500 for work undertaken in connection with the liquidation and which is also work stated as included in the relevant fee estimate in the letter of engagement between PwC and Wilmington Plc dated 22 April 2021 (LoE); and
  - for all other work undertaken by the Joint Liquidators or their staff in attending to out of scope matters arising during the winding up, their remuneration be fixed by reference to the time properly given by them in relation to those matters; and that remuneration may be drawn monthly, or at such longer intervals as they may determine '
- 5 **'THAT** the Company's books and records be held by the sole member to the order of the Joint Liquidators, such book and records to be held securely in line with data protection obligations. The Company's books and records may not be destroyed without the permission of the Liquidator which will not be forthcoming until at least twelve months after dissolution of the Company, except where the the Liquidator instructs earlier destruction of personal data to comply with data protection legislation.
- 6 **'THAT** the Certificate of Appointment of the Joint Liquidators together with the certificate copies of the resolutions passed herein, be signed by Guy Leighton Millward "for and on behalf of the sole member".'





A handwritten signature in black ink, appearing to read "Guy Leighton Millward", is written over a horizontal dotted line.

**Guy Leighton Millward**

**For and on behalf of the sole member**