

Company number: 02886353

FRIDAY



**THE COMPANIES ACTS 2006 AND THE INSOLVENCY ACT 1986**

**WRITTEN RESOLUTIONS OF**

**THE PIZZA GALLERY LIMITED (the "Company")**

Passed on 24 February 2016

The following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by each member of the Company

**SPECIAL RESOLUTIONS**

- 1 That the Company be wound up voluntarily pursuant to the provisions of the Insolvency Act 1986 (the "Act")
- 2 That in accordance with the provisions of the Articles of Association of the Company, the Joint Liquidators (as defined below) be and hereby are authorised to
  - (a) distribute to the members 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 members of the Company, and
  - (c) vest the whole or any part of the assets in trustees upon such trust for the benefit of the members of the Company as the Joint Liquidators so determine, but no member shall be compelled to accept any assets upon which there is any liability

**ORDINARY RESOLUTIONS**

- 3 That Laura Waters and Karen Dukes of PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT be and hereby are appointed joint liquidators of the Company (the "Joint Liquidators") for the purposes of the voluntary winding-up
- 4 That the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of each member, subject to the letter of engagement dated 12 January 2016, such remuneration to be drawn monthly, or at such longer intervals as they may determine. Such remuneration is to be payable by Casual Dining Bidco Limited and will not be a liability of the Company
- 5 That 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
- 6 That the Certificate of Appointment of the Joint Liquidators be signed by either Stephen Richards or Timothy Doubleday for and on behalf of each member of the Company
- 7 That the Company's books and records be held by Taylor Wessing LLP to the order of the Joint Liquidators and may not be destroyed without the permission of the Joint

Liquidators which will not be forthcoming until twelve months after dissolution of the Company

 Director