

**THE COMPANIES ACTS 1985, 1989 AND 2006
PUBLIC COMPANY LIMITED BY SHARES
SPECIAL AND ORDINARY RESOLUTIONS
OF
ANNINGTON HOLDINGS PLC (the *Company*)
PASSED 26 SEPTEMBER 2013**

At a general meeting, duly convened and held at 1 James Street, London, W1U 1DR, United Kingdom on 26 September 2013 the following resolutions were duly passed as special and ordinary resolutions.

SPECIAL RESOLUTION

THAT Annington Holdings plc be wound up voluntarily

ORDINARY RESOLUTION

THAT Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ be and are hereby appointed joint liquidators for the purpose of winding up the Company's affairs and distributing its assets and that any act required or authorised under any enactment to be done by the liquidator may be done by one or more of the persons for the time being holding the office of liquidator

ORDINARY RESOLUTION

THAT the basis of remuneration of the Joint Liquidators 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 and they be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine

SPECIAL RESOLUTION

THAT the Joint Liquidators be and are hereby authorised to divide and distribute to the members in specie or in kind the whole or any part of the assets of the Company

SPECIAL RESOLUTION

THAT the Joint Liquidators be and are hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the said Act


Director
Annington Holdings plc

FRIDAY



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11/10/2013

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COMPANIES HOUSE