

A COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
MacIellan Management Services Limited

CIRCULATION DATE: 11 MARCH 2024

PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006, the directors of the Company propose to the member of the Company that the following resolutions are passed (resolutions 1 and 2 as special resolutions; resolutions 3, 4, and 5 as ordinary resolutions):

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 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 member.
 - (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the member as the Joint Liquidators so determine, but the member shall not be compelled to accept any asset upon which there is a liability.

Ordinary resolutions

- 3 THAT** Emma Cray and Laura May Waters 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' 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 the member, such remuneration to be drawn monthly, or at such longer intervals as they may determine.
- 5 THAT** the Company's books and records be held by the member to the order of the Joint Liquidators, such books and records to be held securely and in line with data protection legal requirements. The Company's books and records may not be destroyed without the permission of the Joint Liquidators which will not be forthcoming until at least twelve months after dissolution of the Company, except where the Joint Liquidators instruct earlier destruction of personal data to comply with data protection legislation.

PROCEDURE FOR AGREEING TO WRITTEN RESOLUTIONS

The resolutions must be passed by the requisite majority of eligible members by the end of the period of 28 days beginning with the Circulation Date, otherwise they will lapse.

In the event that a member, being entitled to vote on the resolutions on the above Circulation Date, wishes to approve the resolutions, they should sign and date below to signify the irrevocable agreement of that Member to the resolutions, and return this signed document to the Company by delivering it to an officer of the Company by hand or by email, with a copy to Joanne Ridley at PricewaterhouseCoopers LLP, One Chamberlain Square, Birmingham B3 3AX or by email to joanne.ridley@pwc.com, by no later than 4.00pm on 7 April 2024.

By the terms of section 296(3) of the Companies Act 2006, a member's agreement to a written resolution, once signified, may not be revoked.

In the event that a member does not wish to approve the proposed resolutions, no further action need be taken by that member. A member will not be deemed to have agreed to the proposed resolutions if they fail to reply.

Any reply received after the expiry of the above date will be ineffectual and ignored for the purposes of calculating whether the resolution has been appropriately passed.

The written resolutions are passed on the date when the requisite majority of eligible members have signified their agreement with them.

AGREEMENT BY THE MEMBER TO EACH OF THE RESOLUTIONS

It is resolved by the Member that each of the Resolutions be passed as resolutions in writing pursuant to section 288 of the Companies Act 2006, the first two as special resolutions and the remainder as ordinary resolutions.

Signed: 

Name: Matthew Peacock

For and on behalf of Mitie Treasury Management Limited

Date: 11th MARCH 2024