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*liquidate Res
Special
Resolution
"in specie"*

THE INSOLVENCY ACT 1986 AND COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

[pursuant to section 283 of the Companies Act 2006 and section 84(1)(b) of the Insolvency Act 1986]

OF: Ultima Holdings Limited

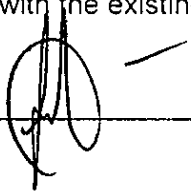
PASSED: 23 January 2013

The shareholders of the above named company, by written resolution, passed the following resolutions as special resolutions on 23 January 2013

AS SPECIAL RESOLUTIONS

- 1 'That the company be wound up voluntarily and Shelley Bullman and Simon Thomas of Moorfields Corporate Recovery LLP be and they are hereby appointed as Joint Liquidators of the company to act for the purpose of the voluntary winding up and any power conferred on them by law, the Articles of Association or by this resolution may be exercised jointly or by either of them alone'
- 2 'That the Joint Liquidators be authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986, to exercise the powers laid down in Schedule 4, Part I of the Insolvency Act 1986, namely to pay all creditors in full and to make compromises with creditors and debtors '
- 3 'That the Joint Liquidators may, as becomes necessary, divide among the members *in specie* any part of the assets of the company and any such division may be otherwise than in accordance with the existing rights of the members'

Signed



Jeremy Jensen
Chairman

Presented for filing by

Moorfields Corporate Recovery LLP
88 Wood Street
London
EC2V 7RS

