

392123

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: ROTHMANS FINANCE PLC


PASSED:

At a General Meeting of the members of the above named Company, duly convened and held on 22 December 2011 the following resolutions were duly passed, as special resolutions

Special Resolutions

- 1 'That the Company be wound up voluntarily and Robert Pick 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


Kenneth Hardman
Director

Presented for filing by

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