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GRAHAM PACKAGING U.K. LIMITED

WRITTEN RESOLUTIONS

Circulated to the members of the Company on 1 February 2013 in accordance with Section 281(1) of the Companies Act 2006

Expiration date 21 February 2013 in accordance with Section 297 of the Companies Act 2006

Special Resolutions

- 1 That the Company be wound up voluntarily and that Joint Liquidators be appointed for the purposes of such winding up
FOR/~~AGAINST~~
2. That pursuant to Section 21 of the Companies Act 2006, if necessary and appropriate, the Articles of Association of the company be amended as necessary to permit the distribution of the whole or any part of the assets of the Company in specie or in kind, and that the joint liquidators be and are hereby authorised to divide and distribute amongst the members, in specie or in kind, the whole or any part of the assets of the Company, and to determine how such division and distribution shall be carried out as between the members
FOR/~~AGAINST~~

Ordinary Resolutions

1. That Russell Cash and Lindsey Cooper of Baker Tilly Restructuring and Recovery LLP, 3 Hardman Street, Manchester M3 3HF be and are hereby appointed Joint Liquidators to the Company, to act on a joint and several basis
FOR/~~AGAINST~~
- 2 The Joint Liquidators shall be authorised to draw their remuneration in the set amount of £5,000 plus VAT and disbursements, such amount being based on assumptions set out in Baker Tilly Restructuring & Recovery LLP's letter of advice and letter of engagement dated 25 September 2012 and such remuneration to be paid by the Company.
FOR/~~AGAINST~~
- 3 That the Joint Liquidators be authorised to draw "Category 2" disbursements out of the assets as an expense of the liquidation, at the rates prevailing when the cost is incurred.
FOR/~~AGAINST~~

*delete as appropriate

Signature

Date

Name

AFARIAN
(CAPITAL LETTERS)

Position or authority for signature, where not the member in person

FRIDAY



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22/02/2013

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COMPANIES HOUSE