

THE COMPANIES ACTS 1985, 1989 AND 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN MEMBER'S RESOLUTIONS  
OF  
LE GRAND ANNINGTON LIMITED (the *Company*)

Date. 16<sup>th</sup> December 2013 (the *Circulation Date*)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), I, being the sole member of the Company who at the date of this Written Resolution would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** and **AGREE** that the following resolutions shall have effect as if passed as special or ordinary resolutions, as indicated below, by the Company in a general meeting and accordingly I **RESOLVE**:

1. **SPECIAL RESOLUTION**

THAT Le Grand Annington Limited be wound up voluntarily

2. **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 liquidators (the *Joint Liquidators*).

3. **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

4. **SPECIAL RESOLUTION**

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

5. **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.

6. **ORDINARY RESOLUTION**

THAT the Company's books and records be held by and to the order of the Joint Liquidators until the expiry of twelve months after the date of the dissolution of the Company, when they may be disposed of.



The above special and ordinary resolutions were passed as Written Resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on the date shown above, the signatory being the sole member of the Company.

**Agreement to written resolution**

*Please read the notes at the end of this document before signifying your agreement to the written resolutions.*

The undersigned, being the sole person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the above resolutions

A handwritten signature in black ink, appearing to read 'Stephen Booyesen', written over a dotted line.

**Stephen Booyesen**

Date: ..... 16<sup>th</sup> December 2013 .

## NOTES

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

**By Hand:** delivering the signed copy to Rachel Luft, Company Secretary, 1 James Street, London, W1U 1DR.

**Post:** returning the signed copy by post to Rachel Luft, Company Secretary, 1 James Street, London, W1U 1DR.

**E-mail.** by attaching a scanned copy of the signed document to an e-mail and sending it to [rachel@annington.co.uk](mailto:rachel@annington.co.uk).

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply. You cannot agree to only some of the resolutions

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.