

**Company Number: 3889945**

**THE INSOLVENCY ACT 1986**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE MEMBER**

**OF**

**RT GROUP HOLDINGS LIMITED**

We, the undersigned, being the sole member of the above company for the time being having a right to attend and vote at General Meetings, hereby pass the following Resolutions in accordance with Clause 163 of the Articles and Memorandum of Association:

**Special Resolution**

"THAT the company be wound up voluntarily."

**Ordinary Resolutions**

"THAT James Robert Drummond Smith and Nicholas James Dargan of Athene Place, 66 Shoe Lane, London, EC4A 3WA (together the "Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the company's affairs and that any act required or authorised under any enactment or resolution of the company to be done by them, may be done by them jointly or by each of them alone."

"THAT the 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."

**Extraordinary Resolutions**

"THAT the Joint Liquidators be and are hereby authorised to distribute to the member in specie or in kind the whole or any part of the assets of the company."

"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."

.....  
**RT GROUP PLC**  
**(IN MEMBERS' VOLUNTARY LIQUIDATION)**

**DATED:** ..... 20 July 2005 .....

