

No. 03923542

The Companies Act 2006

Private Company Limited by Guarantee

**FORMER IRO**

**RESOLUTIONS IN WRITING OF THE MEMBERS**

Circulation date: 14 September 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special and ordinary resolutions:

**SPECIAL RESOLUTIONS**

**(Requiring 75 per cent of those members voting to approve them)**

1. That the Company be wound up voluntarily.
2. That the Joint Liquidators be and are hereby authorised to distribute among the members in specie or in kind the whole or any part of the assets of the Company and to determine how such divisions shall be carried out as between the members.

**ORDINARY RESOLUTIONS**

**(Requiring a simple majority of those members voting to approve them)**

1. That Simon Harris and Ben Woodthorpe of ReSolve Partners Limited, 22 York Buildings, London, WC2N 6JU be and are hereby appointed Joint Liquidators of the Company and any such acts may be done by both or any one of them.
2. That the remuneration of the Joint Liquidators be £5,000 (the Base Fee) plus disbursements plus VAT where applicable.
3. That the Joint Liquidators be authorised to draw Category 2 disbursements out of the assets as an expense of the liquidation. Category 2 disbursements are charged as follows:
  - Photocopying 20 pence per sheet
  - Mileage 45 pence per mile

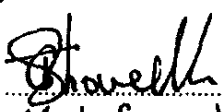
SATURDAY



A10 \*A7FZRY6J\* 06/10/2018 #82  
COMPANIES HOUSE

***Please read the accompanying notes before signifying your agreement to the resolutions.***

We, the undersigned, being the members of the Company entitled on the date of this resolution to vote on the resolutions set out above, hereby irrevocably agree to the said resolutions.

Timothy Shoveller  Signed  Dated 14th September 2018	A member of the Company which is limited by guarantee
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**Notes:**

1. If you agree with the resolutions above, please sign and date this document where indicated above and return it to the Company using one of the following methods:
  - **By Post:** Former IRO c/o ReSolve Partners Limited, 22 York Buildings, London, WC2N 6JU; OR
  - **By Email:** [ryan.davies@resolvegroupuk.com](mailto:ryan.davies@resolvegroupuk.com)

If you do not agree to the resolutions above, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. The resolutions will lapse unless, within 28 days of the circulation date, you have signified your agreement to it. For your agreement to the resolutions to be valid, it must be received by the Company on or before that date.
4. The company is a private company limited by guarantee and consequently does not have share capital

***Pursuant to section 502(1) Companies Act 2006 in the case of a private company, if the Company has auditors, the auditors are entitled to receive all communications relating to written resolutions as are required to be provided to a member of the company.***

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SATURDAY

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\*A7FZRY6R\*  
A10 06/10/2018 #83  
COMPANIES HOUSE

*Please read the accompanying notes before signifying your agreement to the resolutions.*

We, the undersigned, being the members of the Company entitled on the date of this resolution to vote on the resolutions set out above, hereby irrevocably agree to the said resolutions.

David Frank  
Timothy Shovetter

A member of the Company which is limited by  
guarantee

Signed

*[Signature]*

Dated

14.9.2018.

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