



Registered No: 3955571

**WRITTEN RESOLUTIONS OF THE MEMBERS OF
SBP GROUP LIMITED**

**SIGNED AT, Spectrum Building, 55 Blythswood Street, Glasgow, G2 7AT
ON 18th June 2010**

Decision to pass resolutions in writing

IT WAS NOTED THAT on 1st June 2010 the directors of SBP GROUP LIMITED issued a notice to the members requesting that they consider, and, if thought fit, pass the undernoted resolutions

IT WAS FURTHER NOTED THAT the members' corporate representatives had been given authority to sign such resolutions. It was accordingly **RESOLVED THAT** the following business be conducted in writing

Consideration of winding-up

- 1 **IT WAS NOTED THAT** the effects of proposing the winding up of the Company were that
 - (a) The directors' powers would cease once Joint Liquidators had been appointed, unless the Company in general meeting, or the Joint Liquidators, sanctioned their continuance
 - (b) The Joint Liquidators would have no power to continue the Company's business, except for the purposes of the winding up
- 2 **IT WAS NOTED THAT** the directors had already made a statutory Declaration of Solvency, and were aware of the penalties for making such a declaration without having reasonable grounds for their opinion that the Company would be able to pay its debts within the period specified in the declaration
- 3 **IT WAS FURTHER NOTED THAT** the members had been provided with written statements confirming that Tim G Walsh and J Bruce Cartwright are qualified to act as Insolvency Practitioners and consent to act as Joint Liquidators

Winding up of the Company

- 4 **IT WAS RESOLVED THAT** the following resolutions be passed as resolutions in writing, No's 1, 2 and 3 as special resolutions and No's 4, 5, 6 and 7 as ordinary resolutions

Special resolutions

- 1 'THAT the Company be wound up voluntarily'
- 2 **THAT**, in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to
 - (a) Distribute among the members of the Company in specie the whole or any part of the assets of the Company

(b) Value any assets and determine how the distribution shall be carried out as between the members or different classes of members

(c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the members as the Joint Liquidators so determine, but no member shall be compelled to accept any asset upon which there is a liability'

- 3 'THAT, pursuant to section 165(2)(a) of the Insolvency Act 1986, the Joint Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act'

Ordinary resolutions

- 4 'THAT Tim G Walsh and J Bruce Cartwright of PricewaterhouseCoopers LLP, 141 Bothwell Street, Glasgow, G2 7EQ be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office'

- 5 'THAT the Joint Liquidators' fees 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, including those falling outside of statutory duties undertaken at the request of the members, such remuneration to be drawn monthly, or at such longer intervals as they may determine'

- 6 'THAT the Company's books and records be held by the members to the order of the Joint Liquidators, and may not be destroyed without the permission of the Liquidator which will not be forthcoming until twelve months after dissolution of the Company'

- 7 'THAT the Certificate of Appointment of the Joint Liquidators together with both the certificate and advertising copies of the resolutions passed herein, be signed by "for and on behalf of the members"'

Signed

Alastair Hissett

For and on behalf of Giles Insurance Brokers Limited

..... 18.16.10

Date