

The Insolvency Act 1986
Return of Final Meeting in a
Members' Voluntary Winding Up

S.94

**Pursuant to Section 94
of the Insolvency Act 1986**

For Official Use

To the Registrar of Companies

Company number

04085911

Name of company

(a) Insert full name of
company

(a) Natuzzi United Kingdom Limited

(b) Insert full name(s) and
address(es)

We (b)

Geoffrey Lambert Carton Kelly
Baker Tilly Restructuring and Recovery LLP
25 Farringdon Street
London
EC4A 4AB

David Hudson
Baker Tilly Restructuring and Recovery LLP
25 Farringdon Street
London
EC4A 4AB

(c) Delete as applicable

(d) Insert date

(e) The copy account
must be authenticated by
the written signature(s) of
the liquidator(s)

give notice that a general meeting of the company was duly (c) summoned for
(d) 19 March 2012 pursuant to section 94 of the Insolvency Act 1986, for the purpose of
having an account of which a copy is attached (e) laid before it showing how the winding
up of the company has been conducted, and the property of the company has been
disposed of and (c) no quorum was present at the meeting.

Signed



Date 19 March 2012

Bruce Mackay under a Power of Attorney and on behalf of Geoffrey Lambert
Carton Kelly

Presenter's name, address
and reference (if any)

For
Liquidation Sect

THURSDAY



A158HVVD

A36

22/03/2012

#244

COMPANIES HOUSE

||

DATED 19 January 2012

GEOFFREY LAMBERT CARTON-KELLY

-to-

BRUCE ALEXANDER MACKAY

POWER OF ATTORNEY

POWER OF ATTORNEY

THIS POWER OF ATTORNEY made the 19 January 2012 by **Geoffrey Lambert Carton-Kelly** (hereinafter called 'the Principal') of Baker Tilly, 25 Farringdon Street, London, EC4A 4AB

WITNESSETH as follows

- 1 THE Principal hereby appoints **Bruce Alexander Mackay** of Baker Tilly, 25 Farringdon Street, London, EC4A 4AB (hereafter called 'the Attorney') to be the Attorney of the Principal in his name and on his behalf and as his act and deed or otherwise
 - (i) to do on his behalf anything which he can lawfully do as receiver, administrative receiver and liquidator administrator trustee in bankruptcy or supervisor under a voluntary arrangement whether sole or joint of any and all individuals companies and properties in relation to which the Principal holds any such office. and
 - (ii) generally execute or sign any deed or document which may be required and to do any other act matter or thing which the Attorney shall consider necessary or expedient for carrying out any of the purposes or acts hereby authorised in the same manner and as fully and effectually in all respects as the Principal could have done if personally present.
- 2 The Principal hereby undertakes to ratify everything which the Attorney shall do or purport to do by virtue of these presents
- 3 This Power of Attorney shall be irrevocable for six months from the date hereof.


IN WITNESS whereof the Principal has set his hand and seal this 19 January 2012

SIGNED SEALED AND DELIVERED

by the said **Geoffrey Lambert Carton-Kelly**

in the presence of

)

) 

) 

Baker Tilly Restructuring
and Recovery LLP

25 FARRINGTON STREET
LONDON EC4A 4AB

To Whom It May Concern

I **BRUCE ALEXANDER MACKAY**

of Baker Tilly, 25 Farringdon Street, London EC4A 4AB hereby confirm

- a) that I am duly qualified under the Insolvency Act 1986 to act as an insolvency practitioner in relation to the company and to be its Liquidator/Administrative Receiver/Receiver and Manager/Administrator or in the case of an individual to be Nominee/Supervisor of a Voluntary Arrangement/Trustee in Bankruptcy
- b) that I consent to act as Liquidator/Administrative Receiver/Receiver and Manager/Administrator or in the case of an individual to be Nominee/Supervisor/Trustee in Bankruptcy jointly with **Geoffrey Lambert Carton-Kelly** of Baker Tilly, 25 Farringdon Street, London, EC4A 4AB
- c) that **Geoffrey Lambert Carton-Kelly** is duly qualified under the Insolvency Act 1986 to act as an insolvency practitioner in relation to the company and to be its Liquidator/Administrative Receiver/Receiver and Manager/Administrator or in the case of an individual to be Nominee/Supervisor of a Voluntary Arrangement/Trustee in Bankruptcy
- d) that under the Powers of Attorney dated 19 January 2012 I am authorised to accept the appointment of **Geoffrey Lambert Carton-Kelly** as Liquidator/Administrative Receiver/Receiver and Manager/Administrator or in the case of an individual to be Nominee/Supervisor of a Voluntary Arrangement/Trustee in Bankruptcy and I so do

Signed



Date 19/1/12 . . .

IN THE MATTER OF
NATUZZI UNITED KINGDOM LIMITED
LA GALLERIA LIMITED
KINGDOM OF LEATHER LIMITED
IN MEMBERS' VOLUNTARY LIQUIDATION

JOINT LIQUIDATORS' FINAL REPORT TO MEMBERS

19 MARCH 2012

GEOFFREY LAMBERT CARTON-KELLY AND DAVID HUDSON
JOINT LIQUIDATORS

APPOINTED 17 NOVEMBER 2010

BAKER TILLY RESTRUCTURING AND RECOVERY LLP
25 FARRINGDON STREET
LONDON EC4A 4AB

1. PURPOSE OF REPORT

This report has been prepared in accordance with insolvency legislation to provide members and the registrar of companies with the final report of the liquidations of Natuzzi United Kingdom ("NUK"), La Galleria Limited ("LaGal") and Kingdom of Leather Limited ("KOL") (together "the Companies") in the period from 17 November 2010 to 19 March 2012, being the period from the commencement of the liquidation to the final meeting of the Companies.

As required by Section 94 of the Insolvency Act 1986, I enclose a notice to convene final meetings of members to consider our report and our receipts and payments accounts.

2. ADMINISTRATION OF THE LIQUIDATION

2.1. Payments to creditors

As the Companies were dormant, the directors were unaware of any creditor that may have a claim in the liquidations. To ensure that this was the case, a notice to prove was advertised in the London Gazette.

A claim from a Ms. Bhardwaj against NUK was notified to the Liquidators on 23 January 2012. The directors have advised that this case was settled with an 'allowance agreement' of £900 which was processed on the 19 September 2007. The directors also provided the Liquidators with an indemnity in respect of any potential claims or losses relating to this Ms. Bhardwaj's consumer claim.

The only payments made during the course of the liquidations was in respect of Corporation Tax due for the period 1 January 2010 to 16 November 2010, the final pre-liquidation tax periods and post appointment corporation tax due on the Bank interest earned during the course of the liquidations.

2.2. Tax clearance

Corporation Tax clearance was received in respect of all of the Companies on 26 April 2011.

VAT clearance was received in respect of all the Companies on 1 February 2011.

PAYE clearance was granted for NUK and KoL on 22 June 2011 and for La Gal on 12 January 2012.

2.3. Realisation of Assets

Cash at bank of £538,206.46 and a rates refund of £7,052.84 were realised in relation to KoL.

Cash at bank of £3,919.54 was realised in respect of LaGall.

2.4. Administration and Planning

This includes day-to-day administrative tasks, dealing with statutory duties and responsibilities, including advertising notice of the Liquidations, providing notice to creditors, filing necessary documents at Companies House. Other duties have included handling and recording receipts and payments, dealing with Corporation Tax, VAT and general correspondence.

3. DISTRIBUTIONS TO SHAREHOLDERS

As you are aware, NUK is the sole shareholder of both KOL and LA Gall. As this Company is in liquidation it authorised KOL and La Gall to pay all dividends to the ultimate shareholder Natuzzi SpA.

A first and final distribution to Natuzzi SpA, the ultimate shareholder of the KOL was made on 25 January 2012 in the amount of £545,292.79, which represents a return of £5,452.92 per Ordinary share.

The Liquidator also declared a first and final distribution to the ultimate shareholder of La Gall on 10 February 2012 in the amount of £4,090.75, which represents a return of £0.0012222 per Preference share.

4. RECEIPTS AND PAYMENTS SUMMARY

We attach as Appendix Ci, Cii and Ciii a summary of the whole period to date.

VAT Basis

Receipts and payments are shown net of VAT as the Companies were not VAT registered, with any amount due to or from HM Revenue & Customs shown separately.

5. COSTS AND JOINT LIQUIDATORS' REMUNERATION

5.1 Joint Liquidators' Remuneration and Disbursements

The following resolution was passed by the shareholders in respect on the Joint Liquidators time costs:

"That the Joint Liquidators fees and disbursements be fixed on the basis of the time necessarily spent by them and their staff in the discharge of their duties at Baker Tilly Restructuring and Recovery LLP's standard charging out rates, together with any out of pocket expenses incurred, and may be drawn on account"

"That the Joint Liquidators be authorised to draw "Category 2" disbursements out of the assets as an expense of the liquidation, at the rates disclosed in the policy statement circulated to shareholders with the papers convening the meeting".

Post appointment time costs accrued to date are £12,840.00 representing 61 hours across the Liquidations. A sum of £7,482.50 plus VAT has been billed to date and a final invoice of £7,017.50 will be drawn to finalise matters in the Liquidation. Total post appointment invoicing over the course of the Liquidation will amount to £14,500, which is below the original estimate provided in the engagement letter.

Post appointment disbursements of £418.50 have been incurred and billed in the period and final disbursements of £209.25 plus VAT to cover final statutory advertising will be incorporated into our final invoice on the matter.

The fees in respect of the liquidations are being paid by another Group company.

6. JOINT LIQUIDATORS' STATEMENT OF EXPENSES

A statement of the expenses incurred in the period, is attached at Appendix F. This includes all expenses incurred by the Joint Liquidators in the period of the report irrespective of whether they have been paid or not and may include estimated amounts where actual invoices have not been received. The receipts and payments abstract at Appendix B sets out the expenses actually paid in the period.

7. FINAL MEETINGS

A notice convening the final meetings of members is enclosed with this report, together with a form of proxy. Please note that the meetings are purely a formality and that there is no necessity to attend. The sole purpose of the meetings is to enable the liquidator's report on the conduct of the winding up to be presented, and to present the liquidator's final statement of receipts and payments.

8. RELEASE OF LIQUIDATOR

We can advise that our release as Joint Liquidators will be effective on the filing of our account of the final meetings with the Registrar of Companies.

9. DISSOLUTION OF THE COMPANIES

The Companies will be dissolved automatically (cease to exist) three months after we file details of our release with the Registrar of Companies.

10. MEMBERS' RIGHT TO INFORMATION AND ABILITY TO CHALLENGE REMUNERATION AND EXPENSES

In accordance with the provisions of Rules 4.49E and 4.148C of the Insolvency Rules 1986 members have a right to request further information about remuneration or expenses and to challenge such remuneration or expenses.

A request for further information must be made in writing within 21 days of receipt of this report.

Members of the companies with at least 10% of the total voting rights of all members having the right to vote at general meetings of the company, or any members with the permission of the court, may apply to court that the remuneration charged, the basis fixed or expenses incurred by the liquidator are in all the circumstances excessive.

Any such challenge must be made no later than eight weeks after receipt of the report which first discloses the charging of remuneration or incurring of the expenses in question.

Yours faithfully



Geoffrey Lambert Carton-Kelly
Baker Tilly Restructuring and Recovery LLP
Joint Liquidator

Geoffrey Lambert Carton-Kelly is licensed to act as an Insolvency Practitioner in the UK by the Insolvency Practitioners Association

David Hudson is licensed to act as an Insolvency Practitioner in the UK by the Insolvency Practitioners Association

Appendix A

IN THE MATTER OF THE INSOLVENCY ACT 1986 (AS AMENDED)

AND

**IN THE MATTER OF
NATUZZI UNITED KINGDOM LIMITED
LA GALLERIA LIMITED**

AND

KINGDOM OF LEATHER LIMITED

ALL IN MEMBERS' VOLUNTARY LIQUIDATION

NOTICE OF FINAL MEETINGS

NOTICE IS HEREBY GIVEN pursuant to Section 94 of the Insolvency Act 1986 (as amended) that the final meetings of the members of the above named Companies will be held at the offices of Baker Tilly Restructuring and Recovery LLP, 25 Farringdon Street, London EC4A 4AB on 19 March 2012 at 11.00am, 11.15am and 11.30am for the purpose of receiving an account showing the manner in which the winding up has been conducted and the property of the companies disposed of, and of hearing any explanation that may be given by the Joint Liquidators.

Proxies to be used at the meetings must be lodged with Baker Tilly Restructuring and Recovery LLP, 25 Farringdon Street, London EC4A 4AB no later than 12 noon on the preceding business day.

Dated: 10 February 2012



**Geoffrey Lambert Carton-Kelly
Baker Tilly Restructuring and Recovery LLP
Joint Liquidator**

Statement of rights under Section 325 Companies Act 2006

A member of the companies is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company

A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him

A proxy need not be a member of the Companies.

Appendix A

STATUTORY INFORMATION

Company Name:	Natuzzi United Kingdom Limited
Functions.	<p>The Joint Liquidators' appointment specified that they would have power to act jointly and severally.</p> <p>The Joint Liquidators' have exercised, and will continue to exercise, all of their functions jointly and severally as stated in the notice of appointment.</p>
Previous Company Names	
Company Number	4085911
Date of Incorporation	9 October 2000
Trading Name	Natuzzi United Kingdom Limited
Trading Address	Riverbridge House, 3065 Admirals Park, Anchor Boulevard, Crossways Business Park, Dartford, Kent, DA2 6SL
Principal Activity	Dormant Company
Registered Office	Baker Tilly Restructuring and Recovery LLP, 25 Farringdon Street, London EC4A 4AB

Company Name:	Kingdom of Leather Limited
Functions.	<p>The Joint Liquidators' appointment specified that they would have power to act jointly and severally</p> <p>The Joint Liquidators' have exercised, and will continue to exercise, all of their functions jointly and severally as stated in the notice of appointment.</p>
Previous Company Names	
Company Number:	2062726
Date of Incorporation.	9 October 1986
Trading Name	Kingdom of Leather Limited
Trading Address	Riverbridge House, 3065 Admirals Park, Anchor Boulevard, Crossways Business Park, Dartford, Kent, DA2 6SL
Principal Activity	Dormant Company
Registered Office	Baker Tilly Restructuring and Recovery LLP, 25 Farringdon Street, London EC4A 4AB

Company Name:	La Galleria Limited
Functions	<p>The Joint Liquidators' appointment specified that they would have power to act jointly and severally</p> <p>The Joint Liquidators' have exercised, and will continue to exercise, all of their functions jointly and severally as stated in the notice of appointment.</p>
Previous Company Names	
Company Number:	3081191
Date of Incorporation.	18 July 1995
Trading Name	La Galleria Limited
Trading Address	Riverbridge House, 3065 Admirals Park, Anchor Boulevard, Crossways Business Park, Dartford, Kent, DA2 6SL
Principal Activity:	Dormant Company
Registered Office	Baker Tilly Restructuring and Recovery LLP, 25 Farringdon Street, London EC4A 4AB

Appendix Ci

Joint Liquidators Receipts and Payments Account For the period 17 December 2010 to Closure

Kingdom of Leather Limited – in Members' Voluntary Liquidation

Receipts and Payments Abstract:					
Kingdom of Leather Limited In Members' Voluntary Liquidation					
From: 17/11/2011 To: Closure					
SOA Value £		17/11/2011 to 30/02/2012		Total to closure	
		£	£	£	£
	ASSET REALISATIONS				
0 00	Bank Interest Gross	0 00		238 55	
538,206 46	Cash at Bank	0 00		538,206 46	
0 00	Other Current Assets	7,052 84		7,052 84	
			7,052 84		545,497 85
	COST OF REALISATIONS				
0 00	Bank Charges	(25 00)		(26 14)	
0 00	Corporation Tax	0 00		(178 92)	
			(25 00)		(205 06)
	EQUITY				
0 00	Distribution	(545,292 79)		(545,292 79)	
			(545,292 79)		(545,292 79)
0 00			(538,264 95)		0 00

Appendix Cii

Joint Liquidators Receipts and Payments Account For the period 17 November 2010 to Closure

La Galleria Limited – in Members' Voluntary Liquidation

Receipts and Payments Abstract: La Galleria Limited In Members' Voluntary Liquidation From: 17/11/2011 To: Closure				
		17/11/2011 to 10/02/2012		Total to closure
SOA Value £		£	£	£
	ASSET REALISATIONS			
0 00	Bank Interest Gross	0 76		3 51
3,919 54	Cash at Bank	0 00		3,919 54
0 00	Tax Refund	0 00		246 50
0 00	VAT Refund	0 00		8 00
			0 76	4,177 55
	COST OF REALISATIONS			
	Corporation tax	0 00		(60 00)
0 00	Bank Charges	0 00		(1 80)
			0 00	(61 80)
0 00			0 76	4,115 75
	REPRESENTED BY			
	Bank - Barclays 23293874			4,115 75
				4,115 75
				4,115 75
	Distribution declared not paid			(4090 75)
	Transfer costs			(25 00)
	Funds in hand at Final General Meeting			0 00

Appendix Ciii

Joint Liquidators Receipts and Payments Account For the period 17 November 2010 to Closure

Natuzzi United Kingdom Limited – in Members' Voluntary Liquidation

Receipts and Payments Abstract:			
Natuzzi United Kingdom Limited In Members' Voluntary			
From: 17/12/2011 To: Closure			
SOA Value £	17/12/2011 to 10/02/2012		Total to closure
	£	£	£
		0 00	0 00
0 00		0.00	0.00

Appendix D

BAKER TILLY RESTRUCTURING AND RECOVERY LLP

CHARGING, EXPENSES AND DISBURSEMENTS POLICY STATEMENT

Charging policy

- Partners, directors, managers, administrators, cashiers, secretarial and support staff are allocated an hourly charge out rate which is reviewed from time to time.
- Work undertaken by cashiers, secretarial and support staff will be or has been charged for separately and such work will not or has not also been charged for as part of the hourly rates charged by partners, directors, managers and administrators.
- Time spent by partners and all staff in relation to the insolvency estate is charged to the estate.
- Time is recorded in 6-minute units at the rates prevailing at the time the work is done
- The current charge rates for Baker Tilly Restructuring and Recovery LLP London are attached
- Time billed is subject to Value Added Tax at the applicable rate.
- It is the office holder's policy to ensure that work undertaken is carried out by the appropriate grade of staff required for each task, having regard to its complexity and the skill and experience actually required to perform it.
- Baker Tilly Restructuring and Recovery LLP's charge out rates are reviewed periodically.

Expenses and disbursements policy

- Only expenses and disbursements properly incurred in relation to an insolvency estate are re-charged to the insolvency estate.
- Expenses and disbursements which comprise external supplies of incidental services specifically identifiable to the insolvency estate require disclosure to members, but do not require members' approval prior to being drawn from the insolvency estate. These are known as "Category 1" disbursements.
- Expenses and disbursements which are not capable of precise identification and calculation (for example any which include an element of shared or allocated costs) require the approval of members prior to being drawn from the insolvency estate. These are known as "Category 2" disbursements.
- A resolution to consider approving "Category 2" disbursements at the rates prevailing at the time the cost is incurred to Baker Tilly Restructuring and Recovery LLP London will be proposed to members' in general meeting
- General office overheads are not re-charged to the insolvency estate as a disbursement.
- Any payments to outside parties in which the office holder or his firm or any associate has an interest will only be made with the approval of members.
- Where applicable, expenses and disbursements re-charged to or incurred directly by an insolvency estate are subject to VAT at the applicable rate.

Appendix E**BAKER TILLY RESTRUCTURING AND RECOVERY LLP – LONDON****JOINT LIQUIDATORS' CURRENT CHARGE OUT AND DISBURSEMENT RATES**

CHARGE OUT RATES		
	Rate at commencement £	Current rate £
Partner	400-475	400-485
Manager	195-395	200-400
Administrator	100-175	105-185
Support staff	100	105

"CATEGORY 2" DISBURSEMENT RATES	
Fax	N/a
Photocopying	£ 0.04 (b&w) £ 0.20 (colour) per sheet
Internal room hire	£50-200 dependent on room
Subsistence	£23 per night
Travel (car)	38p per mile (up to and including 31 March 2010) 40p per mile (from 1 April 2010) 42.5p per mile (from 1 April 2011)
Stationery	As above

Appendix E**JOINT LIQUIDATORS' CATEGORY 2 DISBURSEMENTS TABLE****NATUZZI UK LIMITED – IN MEMBERS' VOLUNTARY LIQUIDATION**

Amounts paid or payable to the Office Holder's firm or to any party in which the office holder or his firm or any associate has an interest		
Recipient, Type and Purpose	Paid	Unpaid
	£	£
Total	NIL	NIL

KINGDOM OF LEATHER LIMITED – IN MEMBERS' VOLUNTARY LIQUIDATION

Amounts paid or payable to the Office Holder's firm or to any party in which the office holder or his firm or any associate has an interest		
Recipient, Type and Purpose	Paid	Unpaid
	£	£
Total	NIL	NIL

LA GALLERIA LIMITED – IN MEMBERS' VOLUNTARY LIQUIDATION

Amounts paid or payable to the Office Holder's firm or to any party in which the office holder or his firm or any associate has an interest		
Recipient, Type and Purpose	Paid	Unpaid
	£	£
Total	NIL	NIL

Appendix F**STATEMENT OF EXPENSES INCURRED BY THE JOINT LIQUIDATORS' IN THE PERIOD FROM 17 NOVEMBER 2010 TO 10 FEBRUARY 2012****NATUZZI UK LIMITED – IN MEMBERS' VOLUNTARY LIQUIDATION**

Type and Purpose	Incurring in Period
	£
Statutory Advertising	209.25
Liquidators Insolvency Bond	20.00
Company Search	1.00
TOTAL	230.25

KINGDOM OF LEATHER LIMITED – IN MEMBERS' VOLUNTARY LIQUIDATION

Type and Purpose	Incurring in Period
	£
Statutory Advertising	209.25
Liquidators Insolvency Bond	264.00
Company Search	1.00
TOTAL	474.25

LA GALLERIA LIMITED – IN MEMBERS' VOLUNTARY LIQUIDATION

Type and Purpose	Incurring in Period
	£
Statutory Advertising	209.25
Liquidators Insolvency Bond	20.00
Company Search	1.00
TOTAL	230.25

PROXY (MEMBERS' OR CREDITORS' VOLUNTARY WINDING UP)

NATUZZI UNITED KINGDOM LIMITED

(1) Please give full name and address for communication.

(1) Name of Member

Address

(2) Please insert name of person (who must be 18 or over) or the "chairman of the meeting" (see note below) If you wish to provide for alternative proxy-holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well.

(2) Name of Proxy Holder

1

2

3

(3) Please delete words in brackets if the proxy holder is only to vote as directed i.e. he has no discretion

I appoint the above person to be my member's proxy-holder at the meeting of members to be held on 19 March 2012 at 11:00 AM, or at any adjournment of that meeting. The proxy holder is to propose or vote as instructed below (3) (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion).

Voting Instructions for resolutions

The meeting passed the following resolutions:

1. That the liquidators' be released in accordance with the provision of section 173(2)(d) of the Insolvency Act 1986 as soon as a return of the final meeting is sent to the Registrar of Companies in accordance with section 94(3) of the Insolvency Act 1986.

FOR/AGAINST

* Please delete as appropriate

(4) Any other resolutions which the proxy-holder is to propose or vote in favour of or against should be set out in numbered paragraphs in the space provided below paragraph 1. If more room is required please use the other side of this form

(4)

(5) This form must be signed

(5) Signature

Date

Name in CAPITAL LETTERS

(6) Only to be completed if the creditor/contributory has not signed in person

(6) Position with creditor or relationship to creditor or other authority for signature

INSOLVENCY ACT 1986

Rule 8.1

Form 8.5

PROXY (MEMBERS' OR CREDITORS' VOLUNTARY WINDING UP)

LA GALLERIA LIMITED

(1) Please give full name and address for communication

(1) Name of Member _____

Address _____

(2) Please insert name of person (who must be 18 or over) or the "chairman of the meeting" (see note below) if you wish to provide for alternative proxy-holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

(2) Name of Proxy Holder

1 _____

2 _____

3 _____

(3) Please delete words in brackets if the proxy holder is only to vote as directed i.e. he has no discretion

I appoint the above person to be my member's proxy-holder at the meeting of members to be held on 19 March 2012 at 11.15 AM, or at any adjournment of that meeting. The proxy holder is to propose or vote as instructed below (3) (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion)

Voting Instructions for resolutions

The meeting passed the following resolutions:

1. That the liquidators' be released in accordance with the provision of section 173(2)(d) of the Insolvency Act 1986 as soon as a return of the final meeting is sent to the Registrar of Companies in accordance with section 94(3) of the Insolvency Act 1986.
FOR/AGAINST

* Please delete as appropriate

(4) Any other resolutions which the proxy-holder is to propose or vote in favour of or against should be set out in numbered paragraphs in the space provided below paragraph 1. If more room is required please use the other side of this form

(4) _____

(5) This form must be signed

(5) Signature _____ Date _____

Name in CAPITAL LETTERS _____

(6) Only to be completed if the creditor/contributory has not signed in person

(6) Position with creditor or relationship to creditor or other authority for signature _____

MVL1010-2010

Remember there may be resolutions on the other side of this form

PROXY (MEMBERS' OR CREDITORS' VOLUNTARY WINDING UP)

KINGDOM OF LEATHER LIMITED

(1) Please give full name and address for communication.

(1) Name of Member

Address

(2) Please insert name of person (who must be 18 or over) or the "chairman of the meeting" (see note below). If you wish to provide for alternative proxy-holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

(2) Name of Proxy Holder

1 _____

2 _____

3 _____

(3) Please delete words in brackets if the proxy holder is only to vote as directed i.e. he has no discretion

I appoint the above person to be my member's proxy-holder at the meeting of members to be held on 19 March 2012 at 11:30 AM, or at any adjournment of that meeting. The proxy holder is to propose or vote as instructed below (3) (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion).

Voting Instructions for resolutions

The meeting passed the following resolutions:

- 1 That the liquidators' be released in accordance with the provision of section 173(2)(d) of the Insolvency Act 1986 as soon as a return of the final meeting is sent to the Registrar of Companies in accordance with section 94(3) of the Insolvency Act 1986
FOR/AGAINST

* Please delete as appropriate

(4) Any other resolutions which the proxy-holder is to propose or vote in favour of or against should be set out in numbered paragraphs in the space provided below paragraph 1. If more room is required please use the other side of this form

(4)

(5) This form must be signed

(5) Signature _____ Date _____

Name in CAPITAL LETTERS _____

(6) Only to be completed if the creditor/contributory has not signed in person

(6) Position with creditor or relationship to creditor or other authority for signature

