

COMPANIES ACT 1985

And

INSOLVENCY ACT 1986

Resolutions of

PERCY COX TRADING LIMITED

Passed

15 January 2015

Principal Trading Address Central House, Central Park, Halesowen Road, Netherton, Dudley, West Midlands DY2 9NW

Registered Office Central House, Central Park, Halesowen Road, Netherton, Dudley, West Midlands DY2 9NW

At a general meeting of the above-named company duly convened and held at Central House, Central Park, Halesowen Road, Netherton, Dudley, West Midlands DY2 9NW on 15 January 2015 the following written resolutions were passed

- 1 That the Company be wound up voluntarily under the provisions of the 2006 Act and that
 - 1 1 Roderick Graham Butcher of Butcher Woods, 79 Caroline Street, Birmingham, B3 1UP be appointed as the liquidator of the Company (the "**Liquidator**") for the purposes of such winding up,
 - 1 2 the remuneration of the Liquidator be fixed on the basis of time and expenses properly given by him or his staff attending to matters arising in connection with the winding up including those falling outside their statutory duties undertaken at the request of members, provided that such remuneration shall not exceed £10,000 plus VAT and disbursements,
 - 1 3 the Liquidator be authorised to destroy any of the Company's records in his possession as he sees fit,
 - 1 4 In accordance with the provisions of the Company's Articles of Association, the Liquidator be authorised -
 - (a) to divide among the Company's members in specie the whole or any part of the Company's assets,
 - (b) to value such assets and determine how the division shall be carried out as among the members or different classes of members, and
 - (c) to vest the whole or any part of the assets in trustees upon such trust for the benefit of the Company's members as the Liquidator shall determine,

that no member shall be compelled to accept any assets upon which there is a liability

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- 2 That, subject to the passing of Resolution numbered 1 above there be approved after due consideration the draft of the a/location agreement (the "**Allocation Agreement**") expressed to be made between (1) the Company (2) the Liquidator (3) JH Cox LLP (4) DWPC LLP and (5) the shareholders of the Company and that the Liquidator be authorised on behalf of the Company to enter into and carry out the Allocation Agreement in the form of the above- mentioned draft
- 3 That, pursuant to Section 190 of the 2006 Act approval be given to the Allocation Agreement notwithstanding the respective interests of the Directors in them



David William Percy Cox
Chairman

For further details contact
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