

THE INSOLVENCY ACT 1986 AND COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

pursuant to section 283 of the Companies Act 2006 and section 84(1)(b) of the Insolvency Act 1986

OF: STOKER FOODS LTD

PASSED:

At a General Meeting of the members of the above-named company, duly convened and held on 21 May 2019 at 4.45pm the following resolutions were duly passed, as special resolutions:

AS SPECIAL RESOLUTIONS

1. 'That the company be wound up voluntarily and Simon Thomas and Nicholas O'Reilly of Moorfields be, and they are hereby appointed as Joint Liquidators of the company to act for the purpose of the voluntary winding up and any power conferred on them by law, the Articles of Association or by this resolution may be exercised jointly or by either of them alone'.
2. 'That the Joint Liquidators be authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986, to exercise the powers laid down in Schedule 4, Part I of the Insolvency Act 1986, namely to pay all creditors in full and to make compromises with creditors and debtors.'
3. 'That the following Article be included in the Articles of Association:-
 "If the company is wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members."
4. 'That the Joint Liquidators may, as becomes necessary, divide among the members *in specie* any part of the assets of the company and any such division may be otherwise than in accordance with the existing rights of the members'.



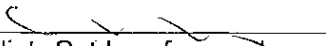
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COMPANIES HOUSE

AS ORDINARY RESOLUTIONS

5. 'That the Joint Liquidators' be remunerated on a fixed fee basis of £9,000 plus VAT and disbursements for advice prior to the liquidation, preparation of the necessary documentation to place the Company into liquidation and acting as Liquidator with the assumptions applying'
6. 'The fixed fee will be payable prior to Liquidation by Pret A Manger (Europe) Limited'

7. 'That the Company's books and records be held by Pret A Manger (Europe) Limited, 75b, Verde, 10 Bressenden Place, London SW1E 5DH to the order of the Joint Liquidators until the expiry of 12 months after the date of dissolution of the Company, when they may be disposed of'.

Signed


Clive Edward Benedict Schlee for and on
behalf of Pret A Manger (Europe) Limited

Chairman

Presented for filing by:

Moorfields Advisory Limited
88 Wood Street
London
EC2V 7QF