

## RESOLUTIONS

Pursuant to Chapter 3 of Part 3 of the Companies Act 2006 and Sections 84(1)(b) and 84(3) of the Insolvency Act 1986

VERTEX GROUP LIMITED

REGISTERED COMPANY NUMBER: 06048945 (Registered in England & Wales)

Passed

At a General Meeting of the sole member of the above-named Company duly convened and held on 4 November 2020 at 5:05pm at Begbies Traynor (London) LLP, 31<sup>st</sup> Floor, 40 Bank Street, London, E14 5NR which the required quorum was present, the following resolutions were duly passed:

- (a) AS A SPECIAL RESOLUTION: that the Company be wound up voluntarily.
- (b) AS AN ORDINARY RESOLUTION: that Mark Robert Fry and Kirstie Jane Provan both of Begbies Traynor (London) LLP of 31<sup>st</sup> Floor, 40 Bank Street, London, E14 5NR be and are hereby appointed as joint liquidators for the purposes of such winding up and that any power conferred on them by law or by this resolution, may be exercised and any act required or authorised under any enactment to be done by them, may be done by them jointly or by each of them alone.
- (c) AS A SPECIAL RESOLUTION: that the articles of association of the Company be and are hereby altered in accordance with section 21 of the Companies Act 2006 to include the provisions of Regulation 117 of Table A of the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No.2) Regulations 2007.
- (d) AS A SPECIAL RESOLUTION: that the joint liquidators be authorised to divide all or such part of the assets of the Company in specie to the sole member of the Company.
- (e) AS AN ORDINARY RESOLUTION: that the joint liquidators' remuneration be fixed by reference to the time properly given by them (as liquidators) and the various grades of their staff calculated at the prevailing hourly charge out rates of Begbies Traynor (London) LLP for attending to matters arising in the winding up subject. The joint liquidators estimate that their remuneration shall not exceed the sum of £15,000 plus disbursements and VAT.
- (f) AS AN ORDINARY RESOLUTION: that the joint liquidators be authorised to draw disbursements for services provided by their firm and/or entities within the Begbies Traynor group, in accordance with their firm's policy, details of which accompany the information presented to the general meeting of the Company.
- (g) AS AN ORDINARY RESOLUTION: that the unpaid pre-appointment remuneration and expenses of the Joint Liquidators and their firm be approved for payment. The Joint Liquidators estimate that their unpaid pre-appointment remuneration shall not exceed the sum of £15,000 plus VAT.

Dated: 4 November 2020

Signature (1) .....

Full Name: Gavin Keith James – Chair

NOTES:

- (1) This form should be signed by the Chair of the meeting at which the resolutions were passed, or by a Director or the Secretary of the Company. In addition, it should also be authenticated by the liquidator.

This copy of the resolutions must be filed with the Registrar of Companies within 15 days after they were passed.

Presented for filing by Mark Robert Fry of Begbies Traynor (London) LLP of 31st Floor, 40 Bank Street, London, E14 5NR, in their capacity as joint liquidator of the Company. Any person who requires further information may contact Georgia Provan by telephone on 0207 516 1539 or alternatively by e-mail at [georgia.provan@btguk.com](mailto:georgia.provan@btguk.com).

Signature:  .....