

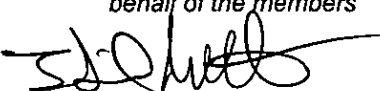
**THE FOLLOWING WRITTEN RESOLUTIONS OF
THE MEMBERS OF
PATHWAY HOLDINGS LIMITED
WERE PASSED ON 13 January 2016**

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 Emma Cray and Karen Dukes of PricewaterhouseCoopers LLP, Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT 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 the certificate copies of the resolutions passed herein, be signed by John David Meltham "for and on behalf of the members"'



John David Meltham
For and on behalf of the members



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COMPANIES HOUSE