

Company No 07809063

WRITTEN RESOLUTIONS

of

PD HEWITT LIMITED
("the Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulated on 23 December 2013 ("the Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company proposed that the following resolutions be passed as Special and Ordinary Resolutions -

AS SPECIAL RESOLUTIONS -

"That pursuant to section 84(1)(b) of the Insolvency Act 1986 the Company be wound up voluntarily "

"That the Liquidator of the Company be and is hereby authorised to exercise any of the powers specified in Part 1 of Schedule 4 to the Insolvency Act 1986"

"That the Liquidator shall divide among the members according to their rights and interests any surplus assets of the Company in specie or the proceeds of sale thereof or partly in one way and partly in the other as in the absolute discretion thereof the Liquidator shall decide "

AS AN ORDINARY RESOLUTION -

"That pursuant to sections 84(1) and 91 of the Insolvency Act 1986 Donald Iain McNaughton Johnston Carmichael LLP, 227 West George Street, Glasgow, G2 2ND be appointed Liquidator of the Company for the purposes of winding up the Company's affairs and distributing its assets "

"That an interim distribution in specie be declared in respect of the director's loan account totalling £365,527 27, with such loan account being extinguished, the director and shareholder being one and the same "

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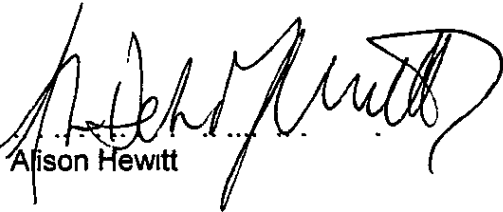


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AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the above resolutions

The undersigned, being the sole member of the Company entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the foregoing resolutions.


Alison Hewitt

Date 23 December 2013

Notes:

- 1 If you agree to the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -

- **By Hand:** delivering the signed copy to Johnston Carmichael LLP, 227 West George Street, Glasgow, G2 2ND
- **Post:** returning the signed copy to Johnston Carmichael LLP, 227 West George Street, Glasgow, G2 2ND
- **Fax:** faxing the signed copy to 0141 222 5801, Johnston Carmichael LLP, 227 West George Street, Glasgow, G2 2ND
- **Email:** emailing the signed copy to Donald McNaught (donald.mcnaught@jcca.co.uk) Johnston Carmichael LLP, 227 West George Street, Glasgow, G2 2ND

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, by the date which is 28 days following the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

Company No 07809063

THE INSOLVENCY ACT 1986

PD HEWITT LIMITED

Special and Ordinary Resolutions of PD Hewitt Limited ("the Company") passed by Written Resolution of the sole member of the Company on 23 December 2013 -

AS SPECIAL RESOLUTIONS -

"That pursuant to section 84(1)(b) of the Insolvency Act 1986 the Company be wound up voluntarily."

"That the Liquidator of the Company be and is hereby authorised to exercise any of the powers specified in Part 1 of Schedule 4 to the Insolvency Act 1986"

"That the Liquidator shall divide among the members according to their rights and interests any surplus assets of the Company in specie or the proceeds of sale thereof or partly in one way and partly in the other as in the absolute discretion thereof the Liquidator shall decide."

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Director

A13

27/12/2013
COMPANIES HOUSE

#124