

Registered No: 08598032

Registered in England & Wales

AT THE GENERAL MEETING OF
W&G INVESTMENTS PLC
HELD ON 16 December 2013
THE FOLLOWING RESOLUTIONS WERE PASSED

Resp
Now known as Acquisition
1234 PLC
18/12/13

I, the undersigned, being a director of the Company hereby certify that the following resolutions were circulated to the members of the Company and were passed by the members at a general meeting held on 16 December 2013

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) Divide and distribute among the members of the Company in specie or in kind the whole or any part of the assets of the Company
 - (b) Value any assets and determine how the division 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 members shall be compelled to accept any assets 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'
- 4 'THAT the Company's ordinary shares be cancelled from admission to trading on AIM with effect from 9 a.m. on 17 December 2013.'
- 5 'THAT the name of the Company be changed to Acquisition 1234 PLC'

Ordinary resolutions

- 6 'THAT Laura Waters and Peter Greaves of PricewaterhouseCoopers LLP, 7 More London Riverside, SE1 2RT be and are hereby appointed Joint Liquidators of the Company for the purposes of winding up the Company's affairs and distributing its assets, and that 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 the office of liquidator'
- 7 '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'
- 8 'THAT, in accordance with the revised Statement of Insolvency Practice 9, the Joint Liquidators be authorised to draw disbursements for services provided by PricewaterhouseCoopers LLP as follows
 - (a) In respect of photocopying at 5p per sheet,
 - (b) In respect of mileage, at a maximum of 71p per mile (up to 2,000cc) or 93p per mile (over 2,000cc),
 - (c) All other disbursements to be reimbursed at cost

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The rates of these charges will be periodically reviewed '

- 9 'THAT the Company's books and records be held by A T Kearney Limited to the order of the Joint Liquidators, and may not be destroyed without the permission of the Joint Liquidators which will not be forthcoming until twelve months after dissolution of the Company'

Signed .. .
Andrew Higginson
Chairman of the meeting

