

**THE FOLLOWING WRITTEN RESOLUTIONS OF
THE SOLE MEMBER OF
TREETOP ZOBELE BIDCO LIMITED
WERE PASSED ON 2 DECEMBER 2020**

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 to the sole member 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 to the sole member.
 - (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the member as the Joint Liquidators so determine, but the sole member shall not be compelled to accept any assets upon which there is a liability.’

Ordinary resolutions

- 3 **‘THAT** Laura May Waters and Steven Sherry of PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT 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.’
- 4 **‘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 sole member, such remuneration to be drawn monthly, or at such longer intervals as they may determine at the following charge out rates for the various grades of staff who may be involved in this assignment:

	Rate per hour
	£
Partners	590 – 825
Directors	490 – 725
Managers	340 – 550
Other technical staff	165 – 390
Support staff	87– 123

The Joint Liquidators reserve the right to amend the above rates from time to time during the engagement; any material amendments to these rates are to be advised to the sole member in the Joint Liquidators' statutory reports.’

- 5 **‘THAT** the Joint Liquidators may require specialist advice from departments within PricewaterhouseCoopers LLP, such as Tax, VAT and Pensions. The rates for this specialist advice vary, however the following rates provide an indication of the maximum rate per hour:

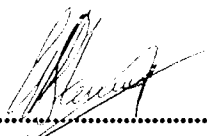
	Specialist departments maximum rate per hour £
Partners	910
Directors	800
Managers	605
Other technical staff	435
Secretarial/Support staff	140

PricewaterhouseCoopers LLP reserves the right to amend these rates from time to time during the engagement; any material amendments to these rates are to be advised to the sole member in the Joint Liquidators' statutory reports.'

- 6 '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.

The rates of these charges will be periodically reviewed.'

- 7 'THAT the Company's books and records be held by the sole member 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.'
- 8 'THAT the Certificate of Appointment of the Joint Liquidators, together with the certificate copies of the resolutions passed herein, be signed by Graeme Stening "*for and on behalf of the sole member*".'
- 9 'THAT any sum of money standing to the credit of the Company immediately prior to the closing of the liquidation of the Company, after having discharged any outstanding liabilities of the Company, shall not be distributed to the sole member but instead shall be donated by the Company to Croce Rossa Italiana - Comitato di Bergamo - Organizzazione di Volontariato, numero progressivo di iscrizione 423, Via della Croce Rossa, 2 24128 Bergamo.'


Signed
Graeme Stening
For and on behalf of the sole member