

# **Particle Analytics Limited (“Company”)**

**Registered in Scotland No. SC496532**

## **Companies Acts**

### **Written Record of Members’ Written Resolutions**

**Circulation Date: 11 November 2022**

On 14 November 2022, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Special Resolutions) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company: -

#### **SPECIAL RESOLUTIONS**

- a) THAT, subject to the passing of the special resolution b) below, Claire Middlebrook of Middlebrooks Business Recovery & Advice, 1 Lochrin Square, 92 Fountainbridge, Edinburgh, EH3 9QA be appointed as liquidator of the Company (“**Liquidator**”), for the purpose of winding up the Company's affairs and distributing its assets.
- b) THAT the Company be wound up voluntarily under section 84(1)(b) of the Insolvency Act 1986.
- c) THAT the Liquidator be hereby authorised to pay or make an advance distribution to the members, if they consider it appropriate and prudent to do so, in an amount that they shall determine, or, if in specie or in kind, of such of the assets as they shall determine in their sole discretion, in such proportions as they shall determine.
- d) Under Rule 7.10 of The Insolvency (Scotland) (Receivership and Winding up) Rules 2018, the Liquidator shall be authorised to draw their remuneration based upon their time costs by reference to the time properly given by them and their staff, in attending to matters arising in the liquidation. These rates are those prevailing at the time that the work is done by Middlebrooks Business Recovery & Advice. Such remuneration to be paid out of the assets of the Company and which may be drawn on account as and when funds permit without further recourse to members.

- e) Should it be deemed appropriate, under Rule 7.10 of The Insolvency (Scotland) (Receivership and Winding up) Rules 2018, the Liquidator shall be authorised to draw their remuneration as a fixed fee in the sum of £1,500 plus VAT which has been calculated on an estimate of time required by them and their staff, in attending to matters arising in the liquidation. Such remuneration to be paid out of the assets of the Company and which may be drawn on account as and when funds permit without further recourse to members.

*Kevin Hart*

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AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
**PARTICLE ANALYTICS LIMITED**

15 November 2022

Dated