Company No: 01060802

## **Euroclear Limited**

## Written Resolution

of the Sole Member of the Company



\*L88IM700\* LD1 27/06/2019 COMPANIES HOUSE

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Circulation Date: <u>95</u> June 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as a special resolution and resolution 2 is passed as an ordinary resolution (together, the "Resolutions").

# **Special Resolution**

1 THAT, the directors of the Company having on 95 June 2019 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced from €3,147,463 to €1 by cancelling 3,147,462 of the issued ordinary shares of €1 each in the capital of the Company (the "Capital Reduction").

## **Ordinary Resolution**

THAT, subject to the Capital Reduction becoming effective upon its registration by the Registrar of Companies, a dividend in specie of the VAT receivable of CHF40,278.80 which equates to €35,916.61 due from the Swiss tax authority to the Company be approved and paid to the Company's sole shareholder, Euroclear AG (the "Distribution in Specie").

#### Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being representatives of a person entitled to vote on the Resolutions on 25 June 2019, hereby irrevocably agree to the Resolutions:

Signed on behalf of Euroclear AG

Date

Signed on behalf of Euroclear AG

Date

# 25/06/2019 Thornwood Culls

#### NOTES:

- 1 If you agree to the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post.
- If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

4 Unless, by midnight on 22 July 2019, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.