

Company Number: 03772068

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
Of
PAYNE HOLDINGS LIMITED
("the Company")

TUESDAY



A22 *A107WB74* #143
 10/01/2012
 COMPANIES HOUSE

Passed on 22 Dec 2011

CIRCULATION DATE: 22 Dec 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 3 below are passed as ordinary resolutions (**Ordinary Resolutions**) and that resolutions 3 and 4 below are passed as special resolutions (**Special Resolutions**) (together **Resolutions**).

Ordinary Resolutions

- 1 That pursuant to and in accordance with section 190 of the Companies Act 2006 the transfer by the Company of the entire issued share capital of Paul Payne Bricklaying Contractors Limited to Paul Payne Holdings Limited, a body corporate of which Paul Charles Payne is a shareholder and director be and is hereby approved
- 2 That pursuant to and in accordance with section 190 of the Companies Act 2006 the transfer by the Company of its remaining assets and liabilities to Payne & Son Developments Limited, a body corporate of which Paul Charles Payne is a shareholder and director, be and is hereby approved.

Special Resolutions

- 3 That the Company be wound up voluntarily.
- 4 That Lee Michael De'ath and Kenneth William Touhey both of Chantrey Vellacott DFK be appointed as joint liquidators of the Company for the purposes of such winding-up, to act jointly and severally (**Liquidators**)
- 5 That the draft agreement attached to this resolution expressed between the Company (1), Payne & Son Developments Limited (2), Paul Payne Holdings Limited (3), The Shareholders (4) and the Liquidators (5) (the "S110 Agreement") be approved and that the Liquidators be authorised pursuant to Section 110 of the Insolvency Act 1986 to enter into and carry out the S110 Agreement in the form of the document attached.

Agreement

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

The undersigned, being persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Date

Member

Signature

Paul Charles Payne

Tracey Payne



NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions.
 - 2 If you agree to all of the 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 Tracey Dickens, Essex House, 42 Crouch Street, Colchester, Essex CO3 3HH
 - **Post** returning the signed copy by post to Tracey Dickens, Essex House, 42 Crouch Street, Colchester, Essex CO3 3HH
- 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
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
 - 4 Unless, by *14 Jan 2019*¹, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date
 - 5 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 Company's register of members
 - 6 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

¹ Lapse date (28 days beginning with Circulation Date)