

Registered No: 00174468

Registered in England & Wales

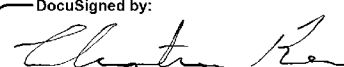
**THE FOLLOWING WRITTEN RESOLUTIONS OF
THE SOLE MEMBER OF
HILL-SMITH(WARRINGTON),LIMITED
WERE PASSED ON 15 APRIL 2021**

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 sole member as the Joint Liquidators so determine, but the sole member shall not be compelled to accept any asset upon which there is a liability.'

Ordinary resolutions

- 3 **'THAT** Emma Cray and Steven Sherry of PricewaterhouseCoopers LLP, One Chamberlain Square, Birmingham, B3 3AX 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' remuneration may be drawn monthly, or at such longer intervals as they may determine, and includes both the following:
 - A fixed fee of £2,025 for work undertaken in connection with the liquidation and which is also work stated as included in the relevant fee estimate in the letter of engagement between PwC and Lloyds Pharmacy Limited dated 20 October 2020; and
 - For all other work undertaken by the Joint Liquidators or their staff in attending to matters arising in the winding up, their remuneration be fixed by reference to the time properly given by them in relation to those matters.'
- 5 **'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.'
- 6 **'THAT** the Certificate of Appointment of the Joint Liquidators together with the certificate copies of the resolutions passed herein, be signed by Christian Keen *"for and on behalf of the sole member"*.'

DocuSigned by:

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Christian Keen

For and on behalf of the sole member

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