

Company Number: 00565977

The Companies Act 2006
Private Company Limited by Shares

Written Resolutions of St Ives Direct Edenbridge Limited (the 'Company')

Circulation Date: 16 December 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the sole member of the Company who (at the date of these resolutions) would have been entitled to vote upon the resolutions set out below had they been proposed at a general meeting of the Company at which we were present, hereby pass the following Written Resolutions:

Special Resolutions

- 1 That the Company be wound up voluntarily and that Sean K Croston of Grant Thornton UK LLP, 30 Finsbury Square, London, EC2A 1AG, be appointed liquidator of the Company for the purposes of the voluntary winding-up.
- 2 That the liquidator be authorised to value the whole or part of the Company's non-cash assets for the purpose of a distribution in specie and that he distribute such assets accordingly.

Ordinary Resolution

3. That the liquidator's remuneration be fixed by reference to Grant Thornton UK LLP's time costs and that the liquidator be authorised to be paid and to draw such remuneration at such intervals as he may determine and be paid any expenses properly incurred in relation to the liquidation.

Agreement

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

We, the undersigned, being the person entitled to vote on the above resolutions, hereby irrevocably agree to the Special Resolutions and the Ordinary Resolution.

Signed by:

DocuSigned by:

Dan Fattal

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Name: D Fattal

Duly authorised signatory of
Kin and Carta Investments Limited

Time 16.05 pm

Date 16 December 2021

Notes

- 1 You can choose to agree to all of the Special Resolutions and the Ordinary Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all 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 marked "For the attention of the Company Secretary, St Ives Direct Edenbridge Limited, The Spitfire Building, 71 Collier Street, London, N1 9BE".
 - By Post: returning the signed copy by post marked "For the attention of the Company Secretary, St Ives Direct Edenbridge Limited, The Spitfire Building, 71 Collier Street, London, N1 9BE".
 - By E-mail: returning the signed copy to the Company marked "For the attention of the Company Secretary, St Ives Direct Edenbridge Limited, by email to helene.li@kinandcarta.com".

If you do not agree to the Special Resolutions and the Ordinary Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, by the 28th day beginning with the circulation date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 4 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.
- 5 Please also see the attached document, "Statutory Provisions Relating To Liquidator's Remuneration".

Statutory Provisions Relating To Liquidator's Remuneration

Introduction

When a company goes into liquidation the costs of the proceedings are paid out of its assets. The members therefore have a direct interest in the level of costs and the liquidator's remuneration.

Alternative bases of remuneration

The basis for fixing the liquidator's remuneration is set out in rule 18.16 of the Insolvency (England and Wales) Rules 2016. The Rule states that the remuneration shall be fixed:

- i as a percentage of the value of the assets which are realised or distributed or both,
- ii by reference to the time properly given by the liquidator and his staff in attending to matters arising in the liquidation, or
- iii as a set amount.

The basis of remuneration may be fixed as any one or more of the bases set out above, and different bases may be fixed in respect of different things done by the liquidator.

Where the basis of remuneration is fixed as set out in (i) above, different percentages may be fixed in respect of different things done by the liquidator.

It is for the members of the company in general meeting to determine:

- a which of the bases set out above are to be fixed and (where appropriate) in what combination, and
- b the percentage or percentages (if any) to be fixed under paragraphs (i) and (ii) and the amount (if any) to be set under paragraph (iii)

If the remuneration is not fixed in this way, the basis of the liquidator's remuneration shall, on application by the liquidator, be fixed by the court, but such an application may not be made by the liquidator unless the liquidator has first sought fixing of the basis by means of a general meeting and, in any event, may not be made more than 18 months after the date of the liquidator's appointment.

Factors to be considered in determining the basis of remuneration

- i The complexity (or otherwise) of the case.
- ii Any responsibility of an exceptional kind or degree which falls on the liquidator.
- iii The effectiveness with which the liquidator appears to be carrying out, or to have carried out, his duties.
- v The value and nature of the assets with which the liquidator has to deal.