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No of Company 02159319

THE INSOLVENCY ACT 1986

Company Limited by Shares

**SPECIAL RESOLUTION**

of

**FUCHS SYSTEMS UK LIMITED**

Passed on the 19<sup>th</sup> August 2008

At a General Meeting of the members of the above named company, duly convened and held at Faraday House, Sir William Siemens Square, Frimley, Camberley, Surrey GU16 8QD on 19<sup>th</sup> August 2008 the following resolutions were passed

Nos 1, 4 and 5 as Special Resolutions and Nos 2 and 3 as Ordinary Resolutions -

**Special Resolution**

- 1 That the Company be wound up voluntarily

**Ordinary Resolutions**

- 2 That Helen Timothe Phillips of Phillips & Co be and is hereby appointed Liquidator of the Company for the purposes of such winding up and any act required or authorised under any enactment to be done by the Liquidator is to be done by all or any one or more of the persons for the time being holding that office
- 3 That the Liquidator's fees be fixed by reference to the time properly given by the Liquidator and the Liquidator's staff in attending to matters arising in the winding up including those falling outside of statutory duties undertaken at the request of members

**Special Resolutions**

- 4 That in accordance with the provisions of the Company's Articles of Association the Liquidator be and is hereby authorised to -
  - (a) divide among the members of the Company in specie the whole or any part of the assets of the Company,
  - (b) value any assets and determine how the division shall be carried out as between the members or different classes of members, and/or
  - (c) vest the whole or any part of the assets in trustees upon such trust for the benefit of the members as the Liquidator so determines but no members shall be compelled to accept any assets upon which there is a liability
- 5 That pursuant to section 165(2)(a) of the Insolvency Act 1986 the Liquidator be authorised to exercise any of the powers specified in Part 1 of Schedule 4 to the said Act



Chairman

Date 19.8.08

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