

Company No 02191603

THE INSOLVENCY ACT 1986 AND THE COMPANIES ACT 2006

Company Limited by Shares

ADVENT LIMITED

COMPANY RESOLUTIONS

(Pursuant to Sections 282 and 283 of the Companies Act 2006 and Section 84(1)(b) of the Insolvency Act 1986)

Passed **4 NOVEMBER 2011**

At a General Meeting of the members of the above-named Company duly convened and held at Crowne Plaza, Buckingham Gate, London, SW1E 6AF on 4 November 2011 at 3 00pm the following Resolutions were duly passed as SPECIAL, ORDINARY and EXTRAORDINARY RESOLUTIONS

SPECIAL RESOLUTION

- 1 THAT the Company be wound up voluntarily

ORDINARY RESOLUTION

- 2 THAT Stephen John Adshead and Gregory Andrew Palfrey of Smith & Williamson Limited, Imperial House, 18-21 Kings Park Road, Southampton, SO15 2AT be and are hereby appointed as Joint Liquidators for the purposes of the winding up
- 3 THAT the Joint Liquidators' remuneration is to be calculated by reference to the time properly given by them and their staff in attending to matters arising in the winding up, in accordance with Rule 4 148A of the Insolvency Rules 1986
- 4 THAT the fees and expenses of Smith & Williamson Limited (including the legal advice provided by Bond Pearce) in providing assistance to the Company prior to the commencement of the liquidation of the Company in connection with the business transfer and proposed liquidation and in accordance with their engagement letter dated 22 July 2011 be paid as an expense of the liquidation
- 5 THAT any acts during the administration of the winding up may be undertaken by the Joint Liquidators acting jointly or by either one of them

SPECIAL RESOLUTION

- 6 THAT the Joint Liquidators be and are hereby empowered pursuant to Section 165 of the Insolvency Act 1986 to exercise any of the powers specified in Part I, Schedule 4 of the Insolvency Act 1986

EXTRAORDINARY RESOLUTION

- 7 THAT in accordance with the provisions of the Company's Articles of Association the Joint Liquidators be and are hereby authorised to distribute all or part of the assets of the Company in specie to the members in such proportions as they see fit

THURSDAY



A0QA5Z46

A22

10/11/2011

145

COMPANIES HOUSE

Signature



Name

Leslie Gabb

Description

Chairman

This form should be signed by the Chairman of the Meeting at which the Resolutions were passed, or by a Director or the Secretary of the Company

This form should be filed with the Registrar of Companies within 15 days of passing the Resolutions.

Presented for filing with the Registrar of Companies by

Smith & Williamson Limited
Imperial House
18-21 Kings Park Road
Southampton
SO15 2AT

Presenter's Reference dh/kp/AD213