

Registered number: 02779675

*Liquise Res
Special
Resolution
"in Specie"*

INSOLVENCY ACT, 1986-

COMPANY LIMITED BY SHARES

Special Resolution
(Pursuant to Section 283(3) of the Companies Act 2006)

of

Hammond Group Holdings Limited

Passed 22 September 2014

At a **General Meeting** of the above-named Company, duly convened, and held at 105 Duke Street, Liverpool, L1 5JQ on the 22 September 2014 the following **Special and Ordinary Resolutions** were duly passed, viz:-

RESOLUTIONS

Special Resolutions

- 1 **THAT** the Company be wound-up voluntarily and Edward T Kerr and Christopher Kim Rayment of Messrs BDO LLP, be and are hereby appointed Joint Liquidators for the purposes of such winding-up, and are to act jointly and severally.
- 2 **THAT** the Liquidators be and are hereby authorised to distribute all or part of the assets in specie to the shareholders in such proportion as they mutually agree.
- 3 **THAT** the Liquidators be authorised under the provisions of Section 165(2) to exercise the powers laid down in Schedule 4, Part I, of the Insolvency Act 1986.

Ordinary Resolutions

- 4 **THE** costs for convening the meeting of members, preparation of the declaration of solvency and general assistance provided to the company in the period prior to the liquidation should be included in the maximum fee referred to below.
- 5 **THAT** the Joint Liquidators should be remunerated by reference to BDO LLP's normal rates for the time properly given by them and their staff in attending to matters arising in the winding up of this company and the other 15 companies in the group subject to a maximum fee of £15,000 plus VAT and disbursements as detailed in the letter of engagement dated 21 August 2014.

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Paul Andrew Cullingford
Chairman of Meeting

111/HR/Special Resolution (MVL180)/C12

SATURDAY



QIQ 27/09/2014 #49
COMPANIES HOUSE