

Form of written resolution under Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS

MIDLANDS EXCELLENCE
("THE COMPANY")

PASSED 16 DECEMBER 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Trustees of the Company propose that the following Resolutions be passed as Special and Ordinary Resolutions -

SPECIAL RESOLUTIONS

- 1 'That the Company be wound up Voluntarily '
- 2 '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 I, Sections 1 and 2 being
 - 1 Power to pay any class of creditor in full
 - 2 Power to make any compromise or arrangement with creditors or persons claiming to be creditors, or having or alleging themselves to have any claim (present or future, certain or contingent, ascertained or sounding only in damages) against the Company, or whereby the Company may be rendered liable '

ORDINARY RESOLUTIONS

- 3 'That M D Hardy, Licensed Insolvency Practitioner of Poppleton & Appleby, 35 Ludgate Hill, Birmingham, B3 1EH be and is hereby appointed Liquidator of the Company for the purposes of such winding up
- 4 'That Poppleton & Appleby's fees and disbursements in dealing with all pre Liquidation matters be charged on a time cost basis capped at £2,000 plus VAT'
- 5 'That the Liquidators fees be fixed by reference to the time properly given by the Liquidator and his staff in attending to matters arising in the winding up, including those falling outside of statutory duties, undertaken at the request of the members Up to an agreed initial ceiling of £4,500 plus disbursements of £500 plus VAT), exclusive of the costs of Walker Thompson LLP in dealing with all pre Liquidation tax matters '
- 6 'That the Liquidator be authorised to make distributions in respect of any surplus assets, after associated costs, to the University of Birmingham as advised by the Trustees

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COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Resolutions

The undersigned, persons who are entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed  Dated 16 December 2011
Roger William Cliffe
Trustee of Midlands Excellence

Signed  Dated 16 December 2011
David Arthur Cooper
Trustee of Midlands Excellence

Signed  Dated 16 December 2011
Derrick Farthing
Trustee of Midlands Excellence

Signed  Dated 16 December 2011
Michael Francis Patrick Lavery
Trustee of Midlands Excellence