

No. 04524306

The Companies Act 2006

Private Company Limited by Shares

SAPPHIRE RURAL DESTINATION NO. 5 LIMITED

RESOLUTIONS IN WRITING OF THE MEMBER

Circulation date: 16 January 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company propose that the following resolutions be passed as special and ordinary resolutions:

SPECIAL RESOLUTIONS

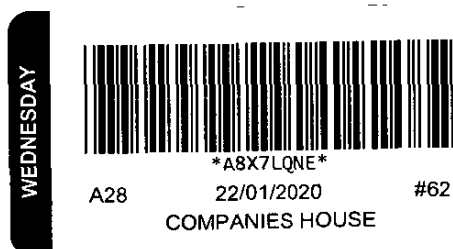
(Requiring 75 per cent of those members voting to approve them)

1. That the Company be wound up voluntarily.
2. That the Joint Liquidators be and are hereby authorised to distribute to the member in specie or in kind the whole or any part of the assets of the Company.

ORDINARY RESOLUTIONS

(Requiring a simple majority of those members voting to approve them)

1. That Ben Woodthorpe AND Simon Jagger of ReSolve Advisory Limited, 22 York Buildings, John Adam Street, London, WC2N 6JU be and are hereby appointed Joint Liquidators of the Company and any such acts may be done by both or any one of them.
2. That the remuneration of the Joint Liquidators be £1,875 (the Base Fee) plus disbursements plus VAT where applicable.
3. That the Joint Liquidators be authorised to draw Category 2 disbursements out of the assets as an expense of the liquidation. Category 2 disbursements are charged as follows:
 - Photocopying 20 pence per sheet
 - Mileage 45 pence per mile



Please read the accompanying notes before signifying your agreement to the resolutions.

We, the undersigned, being the member of the Company entitled on the date of this resolution to vote on the resolutions set out above, hereby irrevocably agree to the said resolutions.

Number and class of shares held

An authorised representative of Greene King
Retailing Limited

1 ordinary shares of £1

Name:

Signed

Dated

Notes:

1. If you agree with the resolutions above, please sign and date this document where indicated above and return it to the Company using one of the following methods:

- **By Post:** Sapphire Rural Destination No.5 Limited c/o ReSolve Advisory Limited, 22 York Buildings, John Adam Street, London, WC2N 6JU; **OR**
- **By Email:** deborah.islam@resolvegroupuk.com

If you do not agree to the resolutions above, you do not need to do anything: you will not be deemed to agree if you fail to reply.

11. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
12. The resolutions will lapse unless, within 28 days of the circulation date, you have signified your agreement to it. For your agreement to the resolutions to be valid, it must be received by the Company on or before that date.
13. As at the date of circulation of this resolution the issued share capital of the Company comprises

Share Class	No. of shares in issue
Ordinary	1

Pursuant to section 502(1) Companies Act 2006 in the case of a private company, if the Company has auditors, the auditors are entitled to receive all communications relating to written resolutions as are required to be provided to a member of the company.