

Number of Company: 05289931

INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

Written Resolutions
Pursuant to the Companies Act
of
Cazenove US Holdings Limited ("the Company")

PASSED

Certified copy of resolutions passed on 24 August 2015 as Written Resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company.

SPECIAL RESOLUTIONS in accordance with section 283 of the Companies Act 2006

- 1 "That the Company be wound-up voluntarily"
- 2 "That the directors be authorised to execute all documentation that may be required in connection with any tax returns relating to the Company's affairs for a period prior to the Joint Liquidators' appointment. Copies of any documentation in this regard must be provided to the Joint Liquidators 5 working days prior to being executed".

EXTRAORDINARY RESOLUTION in accordance with the Companies Act (Commencement No 3 Consequential Amendments, Transitional Provisions and Savings) Order 2007 Schedule 3, para 23

- 3 "That the Joint Liquidators be and they are hereby authorised to distribute all or part of the assets in such proportions as they mutually agree and that they are hereby authorised to distribute to the Shareholder in specie the whole or any part of the assets of the Company"

ORDINARY RESOLUTIONS in accordance with section 282 of the Companies Act 2006

- 4 "That Guy Robert Thomas Hollander and Roderick John Weston of Mazars LLP, Tower Bridge House, St Katharine's Way, London, E1W 1DD be and they are hereby appointed Joint Liquidators for the purpose of such winding-up"
- 5 "That the Joint Liquidators be authorised to act jointly and severally".
- 6 "That the Joint Liquidators' remuneration be agreed as a fixed fee of £4,500 plus disbursements plus VAT and that the Joint Liquidators be authorised to draw this amount as and when funds permit "


Stephen Michael White – Chairman

WEDNESDAY



A06 02/09/2015 #76
COMPANIES HOUSE