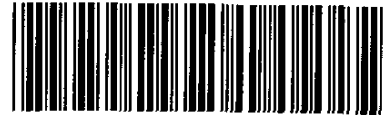


Company number: 06450806

THURSDAY



A21 *A80A3W22* #282
28/02/2019
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HOLDING HOLDING COMPANY LIMITED

("Company")

25 February 2019 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as an ordinary resolution and special resolutions as set out below ("Resolutions").

SPECIAL RESOLUTION

1. THAT, subject to the passing of resolution 3 below, implementation of the arrangement (the detailed terms of which are set out in a reconstruction agreement to be entered into by the Company, a copy of which has been provided to the Shareholders of the Company) be approved, in accordance with section 110 of the Insolvency Act 1986 ("Insolvency Act").
2. THAT, subject to the passing of resolution 3 below, be authorised and directed to enter into and to carry out the arrangement (detailed in terms of which are set out in a reconstruction agreement to be entered into by the Company, a copy of which has been provided to the shareholders of the company, in accordance with section 110 of the Insolvency Act ("Reconstruction Agreement")).
3. THAT the Company be wound-up voluntarily.
4. 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 divide among the members in specie the whole or any part of the assets of the Company.


ORDINARY RESOLUTIONS

5. THAT David Thornhill and Ben Woolrych of FRP Advisory LLP, 4th Floor, Abbey House, Booth Street, Manchester, M2 4AB be and they are hereby appointed Joint Liquidators for the purpose of such winding-up.
6. THAT the Joint Liquidators be authorised to act jointly and severally.

7. THAT the Joint Liquidators' remuneration for dealing with matters arising prior to and on the liquidation will be charged on a fixed fee basis of £7,000 plus disbursements and VAT in accordance with the engagement letter dated 5 February 2019 with FRP Advisory LLP.
8. THAT mileage can be recharged at the HMRC approved mileage rate prevailing at the time the mileage was incurred.
9. THAT the Company's books and records be and are hereby authorised to be destroyed twelve months after the dissolution of the Company.
10. THAT in accordance with section 190 of the Companies Act 2006, the proposed transfers by the Company of certain of its assets to Winkle Properties Limited and certain of its assets to Mottram Interiors Group Limited (both being companies connected with the sole director of the Company) in accordance with the terms of the Reconstruction Agreement be and are hereby approved.

Signed by **SIMON HOLDING**

Date 25 February 2019


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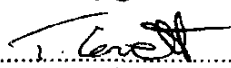

Signed by **THE TRUSTEES OF THE GF**

HOLDING 2013 TRUST acting by **SIMON HOLDING**

and **TIMOTHY LOVETT**

and **JOANNE HOLDING**

Date 25 February 2019




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NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company's registered office. You may not return the Resolutions to the Company by any other method. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.