

MUL

A & A STUDIOS LIMITED
COMPANY NUMBER: SC025492

RESOLUTIONS PURSUANT TO SECTION 84(1) OF THE INSOLVENCY ACT 1986 (AS AMENDED) AND SECTION 21 OF THE COMPANIES ACT 2006

The following written resolutions were duly passed by the members of the company on 26 May 2015.

As special resolutions:

1. That the company be wound up voluntarily and that Joint Liquidators be appointed for the purposes of such winding up.
2. That pursuant to Section 21 of the Companies Act 2006, if necessary and appropriate, the Articles of Association of the company be amended as necessary to permit the distribution of the whole or any part of the assets of the company in specie or in kind, and that the joint liquidators be and are hereby authorised to divide and distribute amongst the members, in specie or in kind, the whole or any part of the assets of the company, and to determine how such division and distribution shall be carried out as between the members.
3. That the Joint Liquidators be and are hereby authorised to pay or make an advance distribution to the members, if they consider it appropriate and prudent to do so, in an amount that they shall determine at their sole discretion, or, if in specie or in kind, of such of the assets as they shall determine in their sole discretion, in such proportions as they shall determine.
4. That the Joint Liquidators be generally authorised to receive in compensation or part compensation for any transfer or sale of the Company's business and/or property, shares, policies or other like interests in the transferee/buyer's company for distribution amongst the members of the Company. Such authority shall be the requisite sanction for the purposes of s110(2) of the Insolvency Act 1986.

As ordinary resolutions:

1. That Keith Anderson and Paul Dounis of Baker Tilly Restructuring and Recovery LLP First Floor, Quay 2, 139 Fountainbridge, Edinburgh EH3 9QG be and are hereby appointed Joint Liquidators to the company, to act on a joint and several basis.
2. The Joint Liquidators shall be authorised to draw their remuneration based upon their time costs by reference to the time properly given by the Liquidators and their staff, in attending to matters arising in the liquidation at Baker Tilly Restructuring and Recovery LLP's standard hourly rates, at the rates prevailing at the time the work is done
3. That the Joint Liquidators be authorised to draw "Category 2" disbursements out of the assets as an expense of the liquidation, at the rates prevailing when the cost is incurred.
4. That until such time as the Joint Liquidators are released, the books and records of the company are held by Mark Theurer to the order of the Joint Liquidators.

Dated: 27th May 2015

Signed: George Theurer

THURSDAY



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28/05/2015
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