

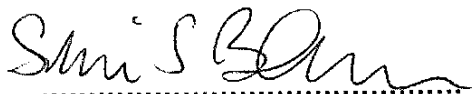
MEMBERS VOLUNTARY WINDING-UP
COMPANIES ACT 2006 & INSOLVENCY ACT 1986
WRITTEN RESOLUTION
Of
JOHNSTON, BAIRD & CO. LIMITED (the "Company")
(Registered in Scotland under company number SC188845)
Circulation Date: 10.2.2021

I, the undersigned, have been granted the authority on behalf of the Parent Company, RAM 240 Limited, the sole shareholder entitled to vote on the following resolution on the Circulation Date, hereby agree to the following special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

Special Resolutions

"That:

- (a) that the company be wound up voluntarily and that Donald McKinnon, Wylie & Bisset LLP, 168 Bath Street, Glasgow, G2 4TP be and is hereby appointed Liquidator for the purposes of such winding-up; and
- (b) the Liquidator be and is hereby authorised to divide and distribute amongst the members as appropriate, in specie or in kind, the whole or any part of the assets of the Company; and
- (c) that the Liquidator be and is hereby authorised under the provisions of Section 165 of the Insolvency Act 1986 to exercise the powers laid down in Schedule 4 Part I of the said Act."



Stuart Skene Black
On behalf of RAM 240 Limited

Date of agreement to resolution: 10.2.2021

ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

The directors of Johnston, Baird & Co. Limited have proposed that the attached written resolution be passed as a special resolution by members pursuant to section 288 of the Companies Act 2006.

How to agree to this resolution

You can choose to signify your agreement to the proposed written resolution by signing and dating the attached resolution and returning it to the Company using one of the following methods:

- (d) **By hand:** by delivering it to Donald McKinnon, 168 Bath Street, Glasgow, G2 4TP or
- (e) **By post:** by posting it to Donald McKinnon, 168 Bath Street, Glasgow, G2 4TP; or
- (f) **By email:** by attaching a scanned copy of the signed and dated document to an email and sending it to info@wyliebiset.com. Please enter "Written Resolution – Johnston, Baird & Co. Limited " in the subject box of the email.

If you do not agree to the resolution you do not need to do anything. You will not be deemed to agree if you fail to respond.

What is the deadline for confirming agreement?

The attached written resolution must be passed within 28 days of the Circulation Date and, if you agree to the resolution, you must ensure that your agreement reaches us before or on that date by complying with the steps set out above. If not passed by that date the written resolution will lapse and the agreement of any member signified after that date will be ineffective. If you do not agree to the resolution, you do not need to do anything. Once you have given your agreement in accordance with the steps set out above, you may not revoke such agreement.

Joint Holders

In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

Powers of Attorney

If you are signing this document on behalf of a person under a power of attorney or other authority you must send a copy of the relevant power of attorney or authority when returning this document.