

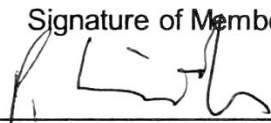
THE COMPANIES ACT 2006 AND THE INSOLVENCY ACT 1986

NOTICE OF GENERAL MEETING

Company Number: **03756144** Registered in England and Wales
Company Name: **CLOUDSOFT LIMITED**
Former Company Name(s): **SALDESIGN LIMITED**
Registered Office: **STATION HOUSE, STATION APPROACH, EAST HORSLEY, SURREY, KT24 6QX**
Principal Trading Address: **40D GLEDSTANES ROAD, BARONS COURT, W14 9HU**

CONSENT TO SHORT NOTICE

We, the undersigned, hereby consent to a general meeting of the company summoned for Station House, Station Approach, East Horsley, Surrey, KT24 6QX on 31/07/2017 at 10.30 a.m. being held, and to the resolutions set out in the notice within being passed, even though short notice of such meeting has been given, and we hereby waive our right to receive longer notice of the meeting.

Name of Member	Shares Held	Signature of Member
Mr Paul Lisewski	100	
	100	

In accordance with s311 of the Act, NOTICE IS HEREBY GIVEN that a meeting of the shareholders of the above company will be held at Station House, Station Approach, East Horsley, Surrey, KT24 6QX on 31/07/2017 at 10.30 a.m. in accordance with s283 of the Companies Act 2006 and s84(1)(b) of the Insolvency Act 1986 for the purpose, if thought fit, of passing a number of special and ordinary resolutions

By Order of the Board



Paul Lisewski, Chairman

31 July 2017

Notes

1. The waiver of notice, when signed, should be produced to the Chair of the meeting at its commencement and the production of the waiver should be recorded in the minutes.
2. All joint shareholders should sign the consent.
3. The waiver must not be regarded only, though it contains full notice and satisfies the requirement to give shareholders notice as such.
4. In accordance with s307(6) of the Companies Act 2006 and the company's articles of association, the consent must be signed by a majority in number of members holding not less than 90% of the nominal value of the shares for private limited companies (or 95% of the nominal value of shares for public limited companies/as otherwise detailed within the company's articles of association)

THIS DEED OF INDEMNITY IS GIVEN ON 31 JULY 2017

Parties:

The members of the schedule whose particulars appear in the schedule to this deed (**Members**)
and

John Paul Bell and Toyah Marie Poole of Clarke Bell Limited, The Pinnacle , 3rd Floor, 73 King Street,
Manchester , M2 4NG (Joint Liquidators)

Background:

- (a) The members are the beneficial owners of the entire issued share capital of Cloudsoft Limited, registered under 03756144.
- (b) On 31 July 2017 the members passed resolutions for the purpose of the Company being wound up voluntarily and appointing the Joint Liquidators (appointment) for carrying out the winding up the Company's affairs and distributing its assets under a Members' Voluntary Liquidation (MVL).
- (c) The Joint Liquidators shall collect in, realise or transfer the assets in specie according to the resolutions passed.
- (d) The Joint Liquidators will request that creditors submit their claims and they shall impose a deadline for the Company's creditors to submit their proofs of debt. Notwithstanding the provisions of s131 of the Small Business Enterprise, and Employment Act 2015 creditors that fail to submit their claim prior to this date shall be excluded under the relevant provisions of the Insolvency Rules.

This exclusion may not extend to HM Revenue and Customs where they are awaiting completion of accounting returns from the company before they can formalise their claim.

- (e) The Joint Liquidators understand that the total amount due to enable the discharge of creditor claims plus statutory interest as required, and the costs of the Liquidation shall not exceed £192,372.17
- (f) If the members wish that the Joint Liquidators make a distribution of the balance of monies available in the company estate (surplus) they are jointly and severally indemnified in the manner hereinafter appearing.

Operative Provisions:

In consideration of the Joint Liquidators agreeing to make a distribution of the surplus to the members, the members hereby jointly and separately agree to (without any set-off, deduction or counterclaim) indemnify the Joint Liquidators, their representatives, advisors, agents and employees free from and against all costs, damages, claims, demands, expenses and liabilities which may be incurred by them by reason of the Joint Liquidators making an early distribution of the surplus to the members.

Provided that:

- (1) This indemnity shall not apply to any costs, damages, claims, demands and liabilities which the Joint Liquidators may incur by reason of any failure to exercise their powers or perform their duties with the degree of care, prudence and diligence required or expected of them as licensed insolvency practitioners in carrying out the MVL.
- (2) This indemnity shall be in addition to any other rights of indemnity to which the Joint Liquidators are entitled by law or otherwise and this indemnity shall remain in full force notwithstanding the making of any distributions to the members in respect of the MVL, or the termination of the MVL, or the conversion of the MVL to a Creditors' Voluntary Liquidation (CVL).
- (3) This indemnity shall be governed and construed in accordance with the laws of England and Wales and the parties hereto hereby submits to the non-exclusive jurisdiction of the courts of England and Wales in respect of any claim, dispute or difference arising out of or in connection with this indemnity.

Executed and unconditionally delivered as a deed by the parties hereto on the date first above-stated.

CLOUDSOFT LIMITED**INDEMNITY**

Signed as a deed by:

JOHN PAUL BELL, CLARKE BELL LIMITED
Joint Liquidator

In the presence of Witness:

Name: Katie Dixon

Address: C/o Clarke Bell Limited, 3rd Floor, The Pinnacle, 73
King Street, Manchester, M2 4NG

Occupation: Insolvency Administrator

Signed as a deed by:

TOYAH MARIE POOLE, CLARKE BELL LIMITED
Joint Liquidator

In the presence of Witness:

Name: Katie Dixon

Address: C/o Clarke Bell Limited, 3rd Floor, The Pinnacle, 73
King Street, Manchester, M2 4NG

Occupation: Insolvency Administrator

Signed as a deed by:

Mr Paul Lisewski

In the presence of Witness:

Name:

Address:

Gardiners Solicitors
19-21 North End Road
Kensington
London W14 8SL
Tel: 020 7603 7245

Occupation:

Solicitor