

PADIGTON HOLDINGS LIMITED
(the "Company")
Company Number: 1894553

(A BVI Business Company)

**UNANIMOUS WRITTEN RESOLUTIONS
OF THE SHAREHOLDERS OF THE COMPANY**

We, the undersigned, together being the holders of all the issued and outstanding shares of the Company
DO HEREBY RESOLVE:

1. **THAT** the Company be voluntarily wound up in accordance with the Liquidation Plan attached hereto; and
2. **THAT** the Director of the Company be and hereby is authorised to execute the Liquidation Plan on behalf of the Company and arrange for this to be filed with the Registrar of Corporate Affairs the Liquidation Plan together with:
 - i. the Notice of Liquidator's Appointment; and
 - ii. Declaration of Solvency by the Directors.



TEIMURAZ KHIKHINASHVILI
Holder of 250 ordinary shares

SERGEY EVLAKHOV
Holder of 125 ordinary shares

DIANA GINDIN
Holder of 250 ordinary shares

LIMOSH INC.
Holder of 125 ordinary shares

ANDREY REUS
Holder of 250 ordinary shares

Date: July 25, 2016

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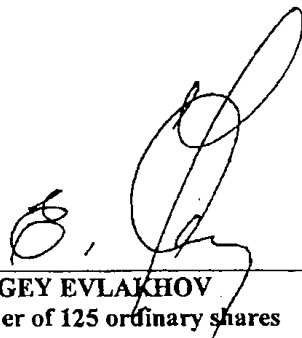
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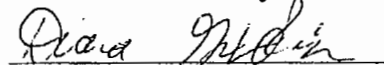
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Holder of 250 ordinary shares

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PADIGTON HOLDINGS LIMITED

(the "Company")

Company Number: 1894553

(A BVI Business Company)

**WRITTEN RESOLUTIONS
OF THE SOLE DIRECTOR**

I, the undersigned, being the duly appointed and Sole Director of the Company **DO HEREBY RESOLVE:**

1. **THAT** the Company be wound up in accordance with the Liquidation Plan attached hereto;
2. **THAT** Mr. Paraskevas Zacharoulis of Agiou Pavlou 15, Ledra House, Agios Andreas, 1105 Nicosia, Cyprus, be and is hereby appointed as the liquidator of the Company;
3. **THAT** the Liquidation Plan be submitted to the members of the Company for approval; **AND**
4. **THAT** the Director of the Company be and hereby is authorised to execute the Liquidation Plan on behalf of the Company and arrange for the Liquidation Plan to be filed together with the Notice of Liquidator's Appointment and Declaration of Solvency by the Directors with the Registrar of Corporate Affairs.



ATLAS DIRECTORS LIMITED
Director
for and on behalf of **PADIGTON HOLDINGS LIMITED**

Date: July 25, 2016

DECLARATION OF SOLVENCY

(Pursuant To Section 198 (1) (a) of the BVI Business Companies Act, 2004)

PADIGTON HOLDINGS LIMITED (the "Company")
BVI Company Number: 1894553

I the undersigned being the sole director of the Company **HEREBY DECLARE** that in my opinion, the Company is and will continue to be able to discharge, pay or provide for its debts as they fall due and the value of its assets equals or exceeds its liabilities.

Attached hereto a statement of the Company's assets and liabilities as at the date of this declaration of solvency.

Yours faithfully,



ATLAS DIRECTORS LIMITED
Director
for and on behalf of **PADIGTON HOLDINGS LIMITED**

Date: July 25, 2016

THE BVI BUSINESS COMPANIES ACT, 2004

PADIGTON HOLDINGS LIMITED
(the "Company")
BVI Company Number: 1894553

STATEMENT OF ASSETS & LIABILITIES

ON JULY 25, 2016

Summary of Assets		
No.	Description of Assets	Valuation (in USD)
1	98040 ordinary shares of 1.00 EUR each amounting to 100% of the issued and allotted share capital of SIMBURY DEVELOPMENTS LIMITED, a Company incorporated in the Republic of Cyprus under registration number 211821.	
2		

Summary of Liabilities		
No.	Description of Liabilities	Valuation (in USD)
1	NONE	
2		

THE BVI BUSINESS COMPANIES ACT, 2004


ATLAS DIRECTORS LIMITED
Director



THE BVI BUSINESS COMPANIES ACT, 2004

PADIGTON HOLDINGS LIMITED
(the "Company")

(IN VOLUNTARY LIQUIDATION)

NOTICE OF LIQUIDATOR'S APPOINTMENT

Notice is hereby given that in accordance with Section 199 of the BVI Business Companies Act, 2004:

- a) **PADIGTON HOLDINGS LIMITED** is in dissolution;
- b) The date of commencement of the dissolution is
- c) **PARASKEVAS ZACHAROULIS**, of Agiou Pavlou 15, LEDRA HOUSE, Agios Andreas, 1105 Nicosia, Cyprus, has been appointed as the liquidator of the Company on July 25, 2016.


ATLAS DIRECTORS LIMITED
Director
for and on behalf of **PADIGTON HOLDINGS LIMITED**



Date: July 25, 2016

PARASKEVAS ZACHAROULIS
Agiou Pavlou 15
Ledra House, Agios Andreas
1105 Nicosia, Cyprus

To: The Board of Directors
PADIGTON HOLDINGS LIMITED
(the "Company")
Wickhams Cay II
P.O.Box 3175
Road Town
Tortola
British Virgin Islands

Date: July 25, 2016

Dear Sirs,

Re: Acceptance of Appointment as Liquidator

I, **PARASKEVAS ZACHAROULIS**, do hereby consent to my appointment as the Liquidator of **PADIGTON HOLDINGS LIMITED**.

Yours faithfully,




PARASKEVAS ZACHAROULIS

PADIGTON HOLDINGS LIMITED
BVI Company No: 1894553

LIQUIDATOR'S DECLARATION

I, Mr. Paraskevas Zacharoulis of Agiou Pavlou 15, Ledra House, Agios Andreas, 1105 Nicosia, Cyprus, the duly appointed liquidator of **PADIGTON HOLDINGS LIMITED** (the "**Company**"), Company Number 1894553, **DO HEREBY DECLARE** that I am not:

1. A disqualified person, i.e. a person who has been convicted on indictment of an offence relating to the insolvency of a company, has had a court order made against him/her in respect of fraudulent or insolvent trading, has been a director or a senior officer in charge of a company's financial affairs that became insolvent and has been guilty of fraud in relation to the company or of any misfeasance or breach of duty as a director or senior officer of a company;
2. A restricted person, i.e. a person against whom a bankruptcy order or an interim order has effect or in respect of whom a bankruptcy restrictions undertaking is in place;
3. A minor, i.e. under the age of eighteen;
4. An undischarged bankrupt;
5. A person who is, or at any time in the previous two years has been, a director of the Company or an affiliated company;
6. A person who acts, or at any time in the previous two years has acted, in a senior management position in relation to the Company or an affiliated company and whose functions or responsibilities have included functions or responsibilities in relation to the financial management of the Company or an affiliated company
7. A close family member of any person described in 5 and 6 above, e.g. parent, step parent, sibling, step sibling, spouse, child (which includes an adopted child) or grandchild.



Paraskevas Zacharoulis
Liquidator
For and on behalf of **PADIGTON HOLDINGS LIMITED**

Date: July 25, 2016

PADIGTON HOLDINGS LIMITED
(the "Company")
Company Number: 1894553

(A BVI Business Company)

**WRITTEN RESOLUTIONS
OF THE LIQUIDATOR**

I, the undersigned, being the duly appointed and acting Liquidator of the Company, **DO HEREBY RESOLVE AND APPROVE**, the following:

WHEREAS:

- (A) Immediately prior to this Written Resolution, the Sole Director of the Company being Atlas Directors Limited, and all of the Members of the Company, resolved that the Company be voluntarily wound up and the Sole Director resolved that I be appointed the Liquidator of the Company and that the liquidation be effected in accordance with the approved **Liquidation Plan** attached hereto;
- (B) It has been determined that the Company has no claims against its debts, liabilities and obligations (other than to its Members) and accordingly all of the assets of the Company (as set out in the **Schedule** attached hereto), are surplus assets available for distribution to the Members of the Company (the "**Surplus Assets**").

NOW IT IS HEREBY RESOLVED:

- (1) **THAT** the Company be wound up in accordance with the Liquidation Plan attached hereto;
- (2) **THAT** in accordance with **Section 34 (1) (c)** and **Section 206 (1) (d)** of the BVI Business Companies Act 2004, I hereby distribute all of the Surplus Assets to the Members of the Company pro rata to their shareholding in the Company (the "**Distribution**") in accordance with **Schedule** attached hereto;
- (3) **THAT** following the Distribution, the Company has no assets or liabilities.
- (4) **THAT** the Liquidator of Company be and hereby is, authorised, directed and empowered to execute and deliver any other certificates, documents, agreements and instruments herewith, and to take all actions (including, without limitation, the expenditure of funds) that such liquidator executing such documents may, in the exercise of his discretion, deem necessary, advisable or otherwise appropriate in furtherance of the foregoing resolutions.



Paraskevas Zacharoulis
Liquidator

**TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE BVI BUSINESS COMPANIES ACT, 2004**

**LIQUIDATION PLAN
PADIGTON HOLDINGS LIMITED**
BVI Company No: 1894553
(the "Company")

1. The Liquidation Plan of **PADIGTON HOLDINGS LIMITED** is as follows:

- a) The winding up of the business of the Company is being effected by reason of the fact that the Company is no longer carrying on business.
- b) The Company has no litigation in process or pending and there are no contingent liabilities.
- c) The area where the registered office of the Company is situated is

*Aleman Cordero Galindo & Lee Trust (BVI) Limited
5th Floor Ritter House
Wickhams Cay II
P.O.Box 3175
Road Town
Tortola
British Virgin Islands*

- d) It is estimated that the winding up and dissolution of the Company will require approximately 30 days.
- e) **PARASKEVAS ZACHAROULIS** of Agiou Pavlou 15, Ledra House, Agios Andreas, 1105 Nicosia, Cyprus, shall be the Liquidator of the Company and is authorised to carry on the business of the Company if he determines it necessary or in the best interest of the creditors or members of the Company to do so.
- f) The remuneration proposed to be paid to the Liquidator will be nil.
- g) The Liquidator shall forthwith distribute the surplus assets of the Company after discharging all liabilities of the Company to the Members of the Company in accordance with Section 206 (1) (d) of the BVI Business Companies Act 2004, as follows:

SURPLUS ASSETS:

98040 ordinary shares of 1.00 EUR each (the "Shares"), constituting 100% of the issued share capital of SIMBURY DEVELOPMENTS LIMITED, a company incorporated and existing in the Republic of Cyprus under registration number 211821, and having its registered office Agiou Pavlou 15, LEDRA HOUSE, Agios Andreas, 1105 Nicosia, Cyprus ("Simbury").

DISTRIBUTION OF THE SURPLUS ASSETS:

The Shares of Simbury shall be distributed to the Members of the Company in accordance with Section 34 (1) (c) and Section 206 (1) (d) of the BVI Business Companies Act 2004, pro rata to their shareholding in the Company as follows:

TEIMURAZ KHIKHINASHVILI – 24,510 ordinary shares of 1.00 EUR each, amounting to 25% of the issued share capital of Simbury

SERGEY EVLAKHOV– 12,255 ordinary shares of 1.00 EUR each, amounting to 12,5% of the issued share capital of Simbury

DIANA GINDIN– 24,510 ordinary shares of 1.00 EUR each, amounting to 25% of the issued share capital of Simbury

LIMOSH INC. – 12,255 ordinary shares of 1.00 EUR each, amounting to 12,5% of the issued share capital of Simbury

ANDREY REUS– 24,510 ordinary shares of 1.00 EUR each, amounting to 25% of the issued share capital of Simbury

h) The Liquidator shall be required to send out to the members of the Company any statement of account of its actions or transactions.

2. The Liquidation Plan was approved by a Written Resolution of the sole Director of the Company on July 25, 2016;

3. The Liquidation Plan was approved by a Unanimous Written Resolution of the Shareholders of the Company on July 25, 2016.



ATLAS DIRECTORS LIMITED
Director
for and on behalf of **RADIGTON HOLDINGS LIMITED**



Date: July 25, 2016

PARASKEVAS ZACHAROULIS
Agiou Pavlou 15
Ledra House, Agios Andreas
1105 Nicosia, Cyprus

To: Mrs Myrna P. Herbert
Registrar of Corporate Affairs
British Virgin Islands Financial Services Commission
Road Town, Tortola
British Virgin Islands

Date: _____

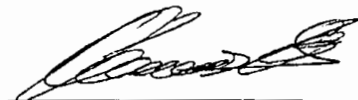
Dear Sir

PADIGTON HOLDINGS LIMITED (the "Company")
BVI Company No: 1894553

In accordance with Section 208 (1) of the BVI Business Companies Act, 2004, I hereby submit that the liquidation of **PADIGTON HOLDINGS LIMITED** has been completed and request that the Company be struck off the Register.

We look forward to receipt of the Certificate of Dissolution for the company in due course.

Yours faithfully,



PARASKEVAS ZACHAROULIS
Liquidator