

Our Ref: ASM/SG/KP2/SF/CVL306/C-10019711

Your Ref:

T: +44 (0)121 374 0180  
azets.co.ukTo all Members  
To all Directors – for information only

25 April 2024

Dear Sir/Madam

**Re: Inland ZDP Plc (the Company)**

A board meeting of the Company was held on 23 April 2024 at which the directors were satisfied that the Company is insolvent. The directors resolved to recommend to shareholders that steps be taken to place the Company into creditors' voluntary liquidation.

Myself, Andrew McGill, together with Stephen Grant, are currently advising the board and assisting with the processes required to place the company into Liquidation. It is proposed that shareholders will pass written resolutions to wind-up the Company and appoint joint liquidators from our firm. A decision will also be sought from the Company's creditors to ratify this appointment, or alternatively creditors may decide to appoint different liquidators of their choice.

Enclosed for your information is the proposed liquidators' consent to act on the basis that members pass the necessary resolutions to wind-up the Company.

**Shareholders' Resolutions**

In order to avoid the written resolutions being passed ahead of the date set for the creditors to make their decision, it is proposed that Jolyon Harrison, a director of the Company, be appointed in his personal capacity to act as the shareholders' agent, solely for the purpose of dating and delivering the enclosed written resolutions once signed, to the Company. It is also proposed that Jolyon Harrison as agent, shall have absolute discretion as to when to date the written resolutions and deliver them to the Company and need not do so unless he considers it to be appropriate.

If you are content with the proposed written resolutions, please:

1. Sign **BUT DO NOT DATE** the enclosed resolutions.
2. Sign the enclosed authority letter appointing Jolyon Harrison as your agent in this regard.
3. Return both documents either by post to Azets, 6th Floor, Bank House, Cherry Street, Birmingham, B2 5AL, or by email to the address stated at the end of this letter at your earliest convenience, **but in any event no later than by 13 May 2024**. In returning the signed resolutions as provided, you agree that you are irrevocably authorising Azets to hold these on behalf of Jolyon Harrison as your agent, until such time as it is agreed with your agent that these resolutions shall be dated and delivered to the Company on your behalf.

We are an accounting, tax, audit, advisory and business services group that delivers a personal experience both digitally and at your door.

**Accounting | Tax | Audit | Advisory | Technology**

### **Report and Financial Position**

In this instance, the zero dividend preference shareholders (nominal share value 10p/share) are entitled to vote at the general meeting to wind up the company, as set out in the Articles of Association.

The zero dividend preference shareholders are also creditors in respect of their Final Capital Entitlement (201.4p/share at 10 April 2024).

We will shortly be circulating creditors with additional information with regard to the Deemed Consent procedure to appoint a liquidator, this will include a Statement of Affairs which is a final balance sheet of the Company prior to liquidation and a Report to Creditors in accordance with Statement of Insolvency Practice 6. The preference shareholders will receive this information as creditors of the company. We anticipate this information will be sent to creditors by Tuesday 30 April 2024.

### **Privacy and Data Protection**

As part of our role, we may need to access and use data relating to individuals, which may include the members of the Company in relation to our obligations under the Money Laundering Regulations 2017. In doing so, we must abide by data protection requirements. Azets's Privacy Notice about the way that personal data is used and stored can be found at <https://www.azets.co.uk/about-us/privacy-cookie-policy/>. If you are unable to download this, please contact our office and a hard copy will be provided to you.

We will notify shareholders once the decision has been taken by creditors to ratify the liquidators' appointment or alternatively appoint a different liquidator. In the meantime, if you have any queries please do not hesitate to contact Sam Forman of our office at [Sam.Forman@azets.co.uk](mailto:Sam.Forman@azets.co.uk) on 0121 374 0180, or in his absence Kay Possart at [kay.possart@azets.co.uk](mailto:kay.possart@azets.co.uk).

Yours faithfully



**Andrew McGill**  
Azets

Enc.

## Written appointment of agent

Name of shareholder:

\_\_\_\_\_

Address of shareholder:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I, hereby appoint **Jolyon Harrison** to act as my agent in relation to the dating of the Written Resolutions circulated to shareholders of Inland ZDP Plc on **25 April 2024**.

I undertake not to withdraw my authority to the nominated agent without simultaneously providing a copy of that withdrawal by email to the proposed liquidators at [sam.forman@azets.co.uk](mailto:sam.forman@azets.co.uk).

Signed: \_\_\_\_\_

Dated: \_\_\_\_\_

**Inland ZDP Plc (the Company)**

**Company Number - 08303612**

**Written Resolutions of Members**

I, the undersigned, being a Member of the Company, entitled to receive notice of and to attend and vote at Members' Meetings pursuant to Chapter 2 of Part 13 of the Companies Act 2006, hereby pass the following Written Resolutions, which for all purposes shall be as valid and effective as if the same had been passed at a Members' Meeting of the Company duly convened and held 23 April 2024.

- a) That the Company be wound up voluntarily
- b) That Andrew Stephen McGill and Stephen Grant of Azets, 6th Floor, Bank House, Cherry Street, Birmingham, B2 5AL, and Azets 2<sup>nd</sup> Floor, Regis House, 45 King William Street, London EC4R 9AN respectively, be appointed Joint Liquidators of the Company for the purpose of the voluntary winding-up
- c) That the liquidators be authorised to act jointly and severally in the liquidation.

Resolution a) being a Special Resolution and any other resolutions proposed being Ordinary Resolutions.

Circulation Date: 25 April 2024

**Important Note - Please read the instructions contained in the letter accompanying this form before signing below**

I, \_\_\_\_\_, give my consent to the passing of the above Resolutions.

Signed: .....

Dated: .....

**Notes:**

- *Members who hold more than 50% of the total voting rights must vote in favour of any written resolution passed as an Ordinary Resolution and 75% in the case of a Special Resolution.*
- *If the person filling in this form is acting on behalf of a member that is a Company or individual, sufficient evidence of your authority to sign on behalf of the Company or individual should be appended to this document in order for the vote to be valid.*
- *If the requisite majority has not voted in favour by 13<sup>th</sup> May 2024, the Resolutions will lapse and not be passed.*
- *Where a Member has signified agreement to the Resolutions and has returned a signed copy of them to Azets, 6th Floor, Bank House, Cherry Street, Birmingham, B2 5AL to be held on their behalf until it is agreed that these resolutions shall be dated and delivered to the Company, the Member may not at any time, subsequently revoke their agreement.*



**INLAND ZDP PLC**

**COMPANY NUMBER - 08303612**

**THE INSOLVENCY ACT 1986**

We, Andy McGill and Stephen Grant of Azets, declare that we are duly qualified under the Insolvency Act 1986 to be the Joint Liquidators of the above company and that in accordance with Rule 6.20 of The Insolvency (England and Wales) Rules 2016, we consent to act as Joint Liquidators.

**DATED THIS 18TH DAY OF APRIL 2024**



**Andy McGill**



**Stephen Grant**