

Dissolution Plan Opportunity Investment Management Plc

1. Procedure

1.1. Pre-Application

It is proposed that the application for dissolution will be made 3 months after the completion of the later of:

- the delisting;
- the transfer of the assets to a foundation or interested parties (noting that if and to the extent that the assets are not sold to a foundation or interested parties by 18 February 2018, the assets are to vest *bona vacantia* as part of a subsequent dissolution, entailing that these assets go to the Crown (the Treasurer)).

The Board will ensure that in the 3 month period prior to making the application for dissolution, OIM has not:

- traded or otherwise carried on business
- changed its name
- engaged in any other activity except one which is necessary for the purpose of:
 - making an application for strike off or deciding whether to do so
 - concluding the affairs of the company, such as settling trading or business debts
 - complying with any statutory requirement
- made a disposal for value of property or rights that, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business

Prepare sale of assets

At least 3 months prior to its dissolution, OIM wishes to dispose of its assets. It attempted to do so through the auction protocol, but was unsuccessful therein due to lack of interest. The Auction Protocol has foreseen this situation and states:

“If the shareholders do not approve the Transaction, if no Binding Offers are received within the timeframes set out above, or if the Transaction does not take place for any

reason, the Assets shall be sold to a foundation to be incorporated for this purpose for their current market value.

The foundation will administer the Assets to the benefit of OIM's shareholders that are formally registered as shareholders on the shareholders register kept at Capita Registrars on the date of the start of the legal transfer of Assets, to the extent allowable by law. The Board aims to subsequently liquidate OIM and its subsidiaries."

Option 1: transfer of assets to foundation

OIM therefore wishes to "sell" its assets (rights under the agreements with Your Drinks for royalties and interests, shares in Out of Africa AG (in liquidation), shares in Algo Vision Systems GmbH ((by then) in liquidation) to a foundation. We can assume that the current market value for such assets is extremely low (e.g. EUR 1,00). In its settlement with Your Drinks AG, Your Drinks agreed to a transfer of the agreements Algo Vision and OIM have with Your Drinks to such a foundation.

Following OIM's dissolution, this foundation (a Dutch "Stichting") will administer the assets for the benefit of those persons that are formally registered as shareholders on the register of members for OIM on the date of the start of the legal transfer of assets to the foundation ("Ultimate Beneficiaries"). The foundation would therefore, amongst other things, receive any payment of royalty fees, as well as the repayment of a principal loan amount and the payment of interest from 1 January 2018 onwards.

OIM is in contact with a public notary and an independent (trust) director in view of setting up this foundation.

In order to set up the foundation and to sell and transfer the assets, OIM requires financing for this foundation. Shareholders (and other interested parties) are invited to make a proposal in this respect prior to the shareholders meeting to be held on 18 January 2018.

OIM has calculated that the minimum financing needed to set up and run a foundation to 2021 (see below) amounts to approximately EUR 65.000 excluding tax. These costs include the payment of an independent (trust)director (including initial costs, annual fee and estimated time spent per year), registration of the office address of the foundation, administration, bookkeeping and annual accounts, supplying information to the (then former) registered shareholders of OIM and finally the liquidation of the foundation. The foundation is expected to remain in existence until (at least) 2021 when the loan agreement with Your Drinks AG terminates and the loan becomes due.

The financing could in theory be repaid by any interest, royalties and loan repayments received from Your Drinks AG, depending on whether and to what extent such amounts are received. The remainder – after costs – would be distributed to the aforementioned shareholders upon liquidation to the extent allowable by law. The Board is obligated to state that it expresses doubts as to whether any such royalty fees, interest payments or repayments will take place in the future and/or be recoverable from Your Drinks.

Option 2: sell/transfer the individual assets

At least three months prior to its dissolution, OIM wishes to sell/transfer its assets. It attempted to do so through the auction protocol, but was unsuccessful therein due to lack of interest. The Auction Protocol has foreseen this situation and states that the assets may be sold/transferred to a foundation to be administered for the benefit of OIM's shareholders that are formally registered as shareholders on the register of members on the date of the start of the legal transfer of assets to the foundation. In its settlement with Your Drinks AG, Your Drinks agreed to a transfer of the agreements Algo Vision and OIM have with Your Drinks to such a foundation. Option 2 applies if insufficient financing is available for option 1.

OIM and AVS have insufficient funds to remain in existence until 2021 (during that year the loan agreement with Your Drinks AG terminates and loan becomes due). If no or insufficient financing is available for the foundation mentioned under option 1, OIM will have no other choice but to sell the individual assets, at least the shares in Your Drinks and – subject to approval Your Drinks – sale or transfer of the agreements with Your Drinks AG. Given that both Out of Africa AG and Algo Vision Systems GmbH are (or by that time will be) in liquidation, the sales of these shares are not an absolute necessity.

If no or insufficient financing for a foundation is obtained, OIM and AVS wish to give the shareholders the opportunity to purchase individual assets prior to commencing the dissolution process. Shareholders (and interested parties) are invited to make a proposal for individual or combination of assets in this respect prior to the shareholders meeting to be held on 18 January 2018.

If there are no interested parties, the shares in Your Drinks AG will be sold in an online auction. Remaining unsold assets are to vest *bona vacantia* as part of a subsequent dissolution, entailing that these assets go to the Crown (the Treasurer). To the extent option 1 or option 2 has not resulted in a transfer of assets, the Company may therefore enter into an agreement with any other party under which that party acquires for a nominal consideration whatever right, title or interest the Company has in the assets used in its business.

Shareholders and interested parties may request further information regarding the assets they wish to purchase, by sending an e-mail to the following e-mail address: **oim@chestnut.nl**.

Payment to shareholders

Below, an overview is provided of the expected costs for the entire process of selling/transferring assets, the delisting and the dissolution process. An additional safety margin of EUR 40,000 will be kept in the company to deal with any unexpected issues.

That entails (as is shown below) that it is expected that there will be remaining an amount of EUR 41,054 (to be increased by any proceeds for assets sold by the Company and should option 1 apply not including anything shareholders may receive from the foundation) for distribution between the shareholders prior to the commencement of the dissolution process. The costs of distribution are expected to be no more than GBP 3.000,00.

This would entail that shareholders can expect to receive EUR 0.00211 per share prior to the dissolution.

Algo Vision Systems GmbH only has sufficient cash for its liquidation. Even if the costs of liquidation are lower than expected (e.g. a potential tax debt does not arise), any resulting available liquidity would not result in any substantial increase in cash to shareholders.

1.1.1. Remaining cash for distribution (NOT FINAL CALCULATION)

Cash OIM 31/12/2018	EUR 33,562	
Cash OoA to be transferred to OIM after liquidation OoA	EUR 7,492	+
Cash available to OIM parent per 01/01/2018	EUR 41,054	
To shareholders: EUR 41,054/19,417,308 =	EUR 0.00211	

Further steps to be taken

Following completion of the above but prior to filing the application for dissolution, the directors will:

- Contact HMRC to ascertain whether any taxes or duties are due and provide HMRC with final accounts;
- Ensure that all assets (in addition to the "assets" transferred to the foundation) have been transferred out of the Company;
- Ensure that all contracts and other agreements, have been assigned, novated or terminated.
- Close the Company's bank account(s).
- Consider how the Company's share capital may be lawfully returned to its shareholders. In practice, the board may need to consider:
 - o Re-registering the company as private and/or requesting delisting in Belgium; and
 - o Taking advantage of section 641 of the CA 2006 (that is, circumstances in which a company may reduce its share capital) before applying for dissolution.
- Convene a board meeting or arrange for the board to pass a resolution in writing to apply for the Company to be struck off.

1.2. **Application**

The Board will complete and file Form DS01 "Striking off application by a company", with the relevant £10 fee.

The application will be made on the Company's behalf by its directors.

1.3. **Post-Application matters**

The directors on behalf of a company will secure that, within seven days from the day on which the application is made, a copy of it is given to every person who at any time on that day is:

- A registered member of the company.
- An employee of the company.
- A known creditor of the company (including a contingent or prospective creditor).

- A director of the company (including any person occupying the position of director, by whatever name called, which will include de facto directors).
- A manager or trustee of any pension fund established for the benefit of employees of the company.

The document will be delivered in accordance with Section 1008 of the CA 2006.

The directors will ensure that, during the period after the day on which the application is made and before the day on which the application is finally dealt with or withdrawn, a copy of the application is given to all new members, employees and other persons in accordance with section 1007 of the CA 2006.

If any of the circumstances set out in section 1009 of the CA 2006 (below) arise between the day on which the application is made and before the day on which the application is finally dealt with or withdrawn the directors will withdraw the application.

Section 1009 (1) This section applies where, at any time on or after the day on which a company makes an application under section 1003 (application for voluntary striking off) and before the day on which the application is finally dealt with or withdrawn—

(a) the company—

(i) changes its name,

(ii) trades or otherwise carries on business,

(iii) makes a disposal for value of any property or rights other than those which it was necessary or expedient for it to hold for the purpose of making, or proceeding with, an application under that section, or

(iv) engages in any activity, except one to which subsection (4) applies;

(b) an application is made to the court under Part 26 on behalf of the company for the sanctioning of a compromise or arrangement;

(c) a voluntary arrangement in relation to the company is proposed under Part 1 of the Insolvency Act 1986 (c. 45) or Part 2 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19));

(d) an application to the court for an administration order in respect of the company is made under paragraph 12 of Schedule B1 to that Act or paragraph 13 of Schedule B1 to that Order;

(e) an administrator is appointed in respect of the company under paragraph 14 or 22 of Schedule B1 to that Act or paragraph 15 or 23 of Schedule B1 to that Order, or a copy of notice of intention to appoint an administrator of the company under any of those provisions is filed with the court;

(f) there arise any of the circumstances in which, under section 84(1) of that Act or Article 70 of that Order, the company may be voluntarily wound up;

(g) a petition is presented for the winding up of the company by the court under Part 4 of that Act or Part 5 of that Order;

(h) a receiver or manager of the company's property is appointed; or

(i) a judicial factor is appointed to administer the company's estate.

2. Financial information

2.1. The actual balance sheet of the Company is the following:

Opportunity Investment Management Plc

Parent Company statement of financial position at 18-12-2017.

	2017 €'000	2016 €'000
Assets		
Non-current assets		
Investments	191	7,012
Total non-current assets	191	7,012
Current assets		
Receivable from group companies	10	-
Current tax	375	423
Other receivables	34	-
Cash and cash equivalents	72	147
Total current assets	491	570
Total assets	682	7,582
Equity attributable to equity holders of the parent		
Called up share capital	2,393	2,393
Share premium account	4,579	4,579
Retained losses	(6,278)	(4,227)
Retained loss for the year	(496)	(2,051)
Total equity	198	694
Current liabilities		
Trade and other payables	484	6,888
Total current liabilities	518	6,888
Total equity and liabilities	682	7,582

2.2. An overview of the current liquidity of OIM (parent company)

OIM Plc - Parent	Management					
Overview Cash + Costs OIM Plc	18-12-17	transactions related to october	nov-17	dec-17	jan-18	feb-18
Total Cash at Commerzbank	€ 69.602,00	€ 69.602,00	€ 52.102,00	€ 38.102,00	€ 26.602,00	€ 66.062,19
Trade Tax Escrow	€ -	€ -	-	-	€ 373.461,22	-
Trade Tax to be paid	€ -	€ -	-	€ -	€ 292.501,03	-
Remuneration Board OIM	€ -	€ -	€ -	€ -	€ -	€ -
Related management costs (accountancy + legal+other)	€ -	€ 17.500,00	€ 14.000,00	€ 11.500,00	€ 41.500,00	€ 10.000,00
Costs related to dissolution OIM	€ -	€ -	€ -	€ -	0	€ 20.000,00

	Dissolution					
Overview Cash + Costs OIM Plc	mrt-18	apr-18	mei-18	jun-18	jul-18	aug-18
Total Cash at Commerzbank	€ 42.062,19	€ 41.562,19	€ 41.062,19	€ 40.562,19	€ 40.062,19	€ 39.562,19
Remuneration Board OIM	€ -	€ -	€ -	€ -	€ -	€ -
Costs related to dissolution OIM	€ -	€ -	€ -	€ -	€ -	€ -
Related management costs (accountancy + legal+other)	€ 500,00	€ 500,00	€ 500,00	€ 500,00	€ 500,00	€ 500,00

	sep-18	okt-18	nov-18	dec-18	jan-19	feb-19
Overview Cash + Costs OIM Plc						
Total Cash at Commerzbank	€ 39.062,19	€ 38.562,19	€ 38.062,19	€ 37.562,19	€ 33.562,19	€ 33.062,19
Remuneration Board OIM	€ -	€ -	€ -	€ -	€ -	€ -
Costs related to dissolution OIM	€ -	€ -	€ -	€ -	€ -	€ -
Related management costs (accountancy + legal+other)	€ 500,00	€ 500,00	€ 500,00	€ 4.000,00	€ 500,00	€ 500,00

2.3. An overview of costs to be made for dissolution (including sale of assets and delisting)

Costs	Amount
Costs legal advice/AGM	€ 56.000
Costs accountant	€ 10.000
Costs taxation advice	€ 8.500
Dissolution costs	€ 20.000
Distribution costs	€ 3.500
Safety margin	€ 40.000
Total reservation	€ 138.000

The other payables of €484K as shown in the balance sheet also include a reservation for the settlement of the trade tax.

3. Distribution plan summary

1. Liquidation of Out of Africa AG and Algo Vision Systems GmbH (commenced);
2. Transfer/sale of assets as per option 1 or 2 above;
3. Distribution of remaining liquidity to shareholders as per “payment of shareholders” above (keeping into account the described safety buffer for unforeseen circumstances);
4. Subsequent request for delisting;
5. Subsequent request for strike-off.
