

Private and Confidential

02 November 2020

Cote Restaurants Group Holdings
Limited (in Administration)
FTI Consulting LLP
200 Aldersgate
Aldersgate Street
London
EC1A 4HD

MC/AJ/LR/AK/SB/NR/NN

Dear Sir/ Madam,

Cote Group (Financing) Limited - ("the Company")

The Board of Directors ("the Board") of the Company have considered its financial position and concluded that it is insolvent. As a result, they have resolved to put before the Members of the Company a resolution to wind up the Company and place it into Creditors' Voluntary Liquidation, i.e. insolvent liquidation. FTI Consulting LLP has been asked to assist in this process and in seeking a decision from creditors on the appointment of a Liquidator.

Enclosed is a notice of the general meeting of the Company to be held on 11 November 2020 at which a winding up resolution is to be considered, together with a resolution appointing Joint Liquidators.

You can attend the meeting in person and vote. Alternatively, if you cannot attend, or do not wish to attend, but still wish to vote at the meeting, please complete and return the enclosed proxy form. You can either nominate a person to attend on your behalf, who need not be a Member, or you may nominate the Chairman of the meeting to vote on your behalf.

Please note that the resolution to place the Company into liquidation is a Special resolution, that is to say, for it to be passed 75% or more of the Company's Members present in person or by proxy and voting at the general meeting must be in favour of the resolution. The resolution to appoint the joint Liquidators is an Ordinary resolution, that is to say, for it to be passed more than 50% of the Company's Members present in person or by proxy and voting at the general meeting must be in favour of the resolution.

Please note that only authorised Insolvency Practitioners may act as Liquidators. The proposed Joint Liquidators, Matthew Boyd Callaghan, Andrew Johnson and Lisa Rickelton are authorised to act as Insolvency Practitioners by ICAEW. I would inform you that when carrying out all professional work relating to an insolvency appointment, Insolvency Practitioners are bound by the Insolvency Code of Ethics.

You are entitled to the normal notice period for the meeting of Members, but if enough Members in value agree, the notice period can be shortened, or waived in full. Please find enclosed an agreement to reduce/waive the notice period, which you should also sign and return to us.)

If you have any queries regarding the meeting, please contact Cote Administrators by email at coteadministrators@fticonsulting.com, or by phone on 020 3727 1635.

200 Aldersgate | Aldersgate Street | London EC1A 4HD
T: +44 (0)20 3727 1000 | F: +44 (0)20 3727 1007 | fticonsulting.com

Yours sincerely,



Matthew Boyd Callaghan
FTI Consulting LLP

Enc.

Matthew Boyd Callaghan, Andrew Johnson and Lisa Rickelton are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales, under section 390A(2)(a) of the Insolvency Act 1986.

Liquidators act without personal liability and are bound by the Insolvency Code of Ethics which can be found at:
<https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>.

FTI Consulting LLP ("FTI") uses personal information in order to fulfill the legal obligations of our Insolvency Practitioners under the Insolvency Act and other relevant legislation, and also to fulfill the legitimate interests of keeping creditors and others informed about the insolvency proceedings. You can find more information on how FTI uses your personal information on our website at
<https://www.fticonsulting-emea.com/~media/Files/emea--files/creditors-portal/cip-emea-forms-info/cip-data-privacy.pdf>.

Cote Group (Financing) Limited - ("the Company")

(Company Number - 08662609)

NOTICE IS GIVEN that a general meeting of the Members of the above named Company will be held via online conference, on 11 November at *9.15* for the purposes of considering, and if thought fit passing, the following resolutions, resolution no. 1 as a Special resolution and resolution no. 2 as an Ordinary resolution:


Resolutions

1. "That the Company be wound up voluntarily".
2. "That Matthew Boyd Callaghan, Andrew Johnson and Lisa Rickelton of FTI Consulting LLP, 200 Aldersgate Street, London EC1A 4HD, be appointed Joint Liquidators of the Company, and that they be authorised to act either jointly or separately".

A Member entitled to attend and vote at the above meeting may appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. A proxy need not be a Member of the Company. Proxy forms are enclosed for use at the meeting, if required.

DATED THIS *29* DAY OF *October* 2020

BY ORDER OF THE BOARD


.....
Strahan Wilson
Director

Rule 6.20

Insolvency Act 1986

**Proxy (Creditors' Voluntary Winding Up)
Cote Group (Financing) Limited – ("the Company")**

Name of member _____

Address _____

Please insert name of person (who must be 18 or over) or the chair of the meeting (see note below) if you wish to provide for alternative proxy holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

Name of proxy holder

1 _____

2 _____

3 _____

I appoint the above person to be my/the Member's proxy holder at the general meeting of the Company to be held on 11 November, or at any adjournment of that meeting. The proxy holder is to propose or vote as instructed below (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his/her discretion).

Please complete paragraph 1 if you wish to nominate or vote for a specific person as liquidator

Voting Instructions for resolutions

- 1. That the company be wound up voluntarily **ACCEPT/REJECT**
- 2. For the appointment of Matthew Boyd Callaghan, Andrew Johnson and Lisa Rickelton of FTI Consulting as Joint Liquidators of the company and that they be authorised to act either jointly or separately

ACCEPT/REJECT

This form must be signed

Signature _____ **Date** _____

Name in CAPITAL LETTERS _____

Only to be completed if the member has not signed in person

Position with member or relationship to member or other authority for signature

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Please note that if you nominate the chair of the meeting to be your proxy-holder he will be a director of the company.