

Company Number: 492133

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Bainbridge Engineering Limited (the "Company")

Circulation Date: 10 OCTOBER 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company hereby propose that the below resolution be passed as a special resolution within the meaning of section 283 of the Companies Act 2006. There is enclosed with this document a copy of the solvency statement under section 643 of the Companies Act 2006 made by all of the Directors of the Company on 10 October 2017 for the purposes of section 642 of the Companies Act 2006:

SPECIAL RESOLUTION

- 1 **THAT** the share capital of the Company be reduced from £152,115 to £2 by cancelling and extinguishing all but two of the Issued Ordinary Shares of £1.00 each in the Company. Each of which is fully paid up.

With the reserve so arising being treated for the purposes of Part 23 of the Companies Act 2006 as realised profit in accordance with paragraph 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI 2008/1915).

By order of the Board



Signed
Company Secretary



A11 17/10/2017 #2
COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution.

We, the undersigned, being the holder of the entire issued share capital of the Company and therefore the only person entitled to vote on the resolution circulated above, hereby irrevocably agree to the resolution:

A handwritten signature in black ink, appearing to read 'C. Hill', written in a cursive style.

For and on behalf of
Hill & Smith Holdings PLC

NOTES:

1. You may either:
 - 1.1 agree to the above resolution; or
 - 1.2 decline to agree to the above resolution.
2. If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods:
 - 2.1 delivering it by hand to The Company Secretary, Hill & Smith Holdings PLC, Westhaven House, Arleston Way, Solihull. B90 4LH;
 - 2.2 sending it by post to The Company Secretary, Hill & Smith Holdings PLC, Westhaven House, Arleston Way, Solihull. B90 4LH;
 - 2.3 faxing it to 0121 704 7439 marked for the attention of The Company Secretary
3. If the Company has not received sufficient agreement, by the date falling 28 days after the date that this resolution was circulated, for the resolution to pass, it will lapse.
4. Once you have indicated your agreement to the resolution you may not revoke that agreement.
5. If you do not agree to the above resolution, you do not need to do anything. You will not be deemed to agree if you do not reply.
6. If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a solicitor's certified copy of the relevant power of attorney or other authority to sign when indicating your agreement to the resolution, otherwise you may not be counted as agreeing to it.
7. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.