

COMPANY NO 00534511

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
JIFFY LIMITED
(the Company)

FRIDAY



LD2 *L57V9717* 27/05/2016 #52
COMPANIES HOUSE

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolution be passed as a special resolution

SPECIAL RESOLUTION

That 159,235 ordinary shares of £1 each in the Company (which have been issued and are fully paid up) be cancelled, that the existing share premium account of the Company at the date of passing of this resolution be reduced from £1,483,889 58 to zero, that an amount of £1,643,124 58 be credited to the Company's profit and loss account, and that this credit be treated as a realised profit

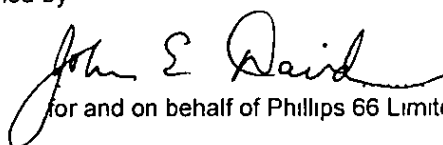
DOCUMENTS ATTACHED TO THIS RESOLUTION

A copy of the directors' solvency statement dated 16 May 2016 is attached to this resolution

AGREEMENT OF ELIGIBLE MEMBER*

The undersigned, being the sole eligible member on 16 May 2016 (the **circulation date**), irrevocably agrees to the resolution set out above

Signed by


for and on behalf of Phillips 66 Limited

Date 16 May 2016

The sole eligible member must signify its agreement to the proposed resolution as follows (i) **by hand**, by delivering a signed copy to 200 Aldersgate Street, London EC1A 4HD, (ii) **by post**, by sending a signed copy to 200 Aldersgate Street, London EC1A 4HD, (iii) **by fax**, by sending a signed copy to 0207 822 4900 for the attention of Jeannie Stirrup or (iv) **by e-mail**, by sending a scanned signed copy of the resolution to jeannie.stirrup@p66.com The sole eligible member must signify its agreement to the proposed resolution by the date referred to above. However, if the sole eligible member does not agree with the proposed resolution, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolution, its agreement may not be revoked. The proposed resolution will lapse if it is not passed within the period of 28 days from and including the circulation date.

***Note** An "eligible member" is a member who is or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which the resolution is first sent or submitted to the member)