

**D&M DORMANCO (TB) LIMITED (the "Company")**

**Company No. 1148800**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006**

**CIRCULATION DATE: 6<sup>th</sup> November 2013**


**RESOLUTION 1**

**THAT** the capital of the Company of £80,087 (comprising 80,087 ordinary shares of £1 each fully paid) be reduced to £10 and that such reduction be effected by reducing the nominal value of each of the 80,087 ordinary shares in the capital of the Company from £1 to £0 000125

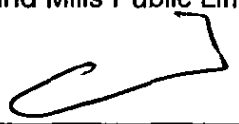
**RESOLUTION 2**

**THAT** the requisite entries be made in the Company's statutory records and accounts upon the registration of the capital reduction sanctioned pursuant to Resolution 1 and the sum of £80,077 (being the nominal issued share capital cancelled by Resolution 1, rounded down to the nearest penny) be credited to the profit and loss account of the Company

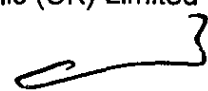
The undersigned, being as at the circulation date all of the eligible members of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agree to the resolutions set out above

Signed   
Name Richard Whiteley  
Duly authorised for and on behalf of  
Dowding and Mills Public Limited Company

Date 6<sup>th</sup> November 2013

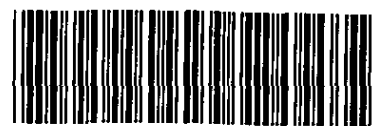
Signed   
Name Garth Bradwell  
Duly authorised for and on behalf of  
Dowding & Mills (UK) Limited

Date 6<sup>th</sup> November 2013

Signed   
Name Garth Bradwell  
Duly authorised for and on behalf of  
Bootham Engineers Limited

Date 6<sup>th</sup> November 2013

FRIDAY



A19 22/11/2013 #268  
COMPANIES HOUSE

**D&M DORMANCO (TB) LIMITED (the "Company")**

**Company No. 01148800**

**PRIVATE COMPANY LIMITED BY SHARES**

**NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006**

**DATE PASSED: 6<sup>th</sup> November 2013**

I, the undersigned, being the secretary of the Company, hereby certify that the following written resolutions were circulated to all eligible members of the Company and that the written resolutions were received, duly signed by the relevant majority of members and were duly passed on the date stated above

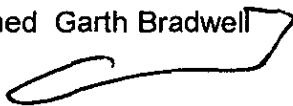
**RESOLUTION 1**

**THAT** the capital of the Company of £80,087 (comprising 80,087 ordinary shares of £1 each fully paid) be reduced to £10 and that such reduction be effected by reducing the nominal value of each of the 80,087 ordinary shares in the capital of the Company from £1 to £0.000125

**RESOLUTION 2**

**THAT** the requisite entries be made in the Company's statutory records and accounts upon the registration of the capital reduction sanctioned pursuant to Resolution 1 and the sum of £80,077 (being the nominal issued share capital cancelled by Resolution 1, rounded down to the nearest penny) be credited to the profit and loss account of the Company

Signed Garth Bradwell



Director

Date 6<sup>th</sup> November 2013



**DOWDING AND MILLS PUBLIC LIMITED COMPANY**  
**(the "Company")**

Minutes of a meeting of the board of directors of the Company

Held at Manor Mill Lane, Leeds, LS11 8BR

Held on 6<sup>th</sup> November 2013

---

Present	Richard Whiteley Simon Balem	Chairman (Present by telephone)
---------	---------------------------------	------------------------------------

---

**1. CHAIRMAN, NOTICE AND QUORUM**

It was agreed that Richard Whiteley would chair the meeting

The chairman reported that notice of the meeting had been given in accordance with the articles of association and that a quorum was present. The directors declared the general nature of their interests and it was confirmed that there were no matters under sections 175 or 177 of the Companies Act 2006 or the Company's articles of association or otherwise by virtue of the directors' positions as officers and/or shareholders of any other company or body corporate that precluded them from being counted in the quorum, participating in and voting on the business of the meeting. Accordingly, the chairman declared the meeting properly convened and constituted.

**2. APPROVAL OF AND AUTHORITY TO SIGN THE WRITTEN RESOLUTIONS**

The chairman explained that the Company was the majority shareholder of D&M Dormanco (TB) Limited ("TB"). The chairman went to explain that TB intended to undertake a capital reduction whereby it would reduce its share capital from £80,087 to £10 by reducing the nominal value of each of its 80,087 ordinary shares from £1 to £0.000125.

The chairman then produced to the meeting shareholders' written resolutions (the "Written Resolution").

After careful consideration, IT WAS RESOLVED

- (i) THAT the Written Resolutions be approved,
- (ii) THAT any director or the company secretary be and is hereby authorised to sign the Written Resolutions on behalf of the Company,
- (iii) AND THAT arrangements be made to send the original signed Written Resolutions to D&M Dormanco (TB) Limited

  
CHAIRMAN



**BOOTHAM ENGINEERS LIMITED**  
**(the "Company")**

Minutes of a meeting of the board of directors of the Company

Held at                      Manor Mill Lane, Leeds, LS11 8BR

Held on                     6<sup>th</sup> November 2013

---

Present	Garth Bradwell Simon Balem	Chairman (Present by telephone)
---------	-------------------------------	------------------------------------

---

**1. CHAIRMAN, NOTICE AND QUORUM**

It was agreed that Garth Bradwell would chair the meeting

The chairman reported that notice of the meeting had been given in accordance with the articles of association and that a quorum was present. The directors declared the general nature of their interests and it was confirmed that there were no matters under sections 175 or 177 of the Companies Act 2006 or the Company's articles of association or otherwise by virtue of the directors' positions as officers and/or shareholders of any other company or body corporate that precluded them from being counted in the quorum, participating in and voting on the business of the meeting. Accordingly, the chairman declared the meeting properly convened and constituted.

**2. APPROVAL OF AND AUTHORITY TO SIGN THE CAPITAL REDUCTION DOCUMENTS**

The chairman explained that the Company was a minority shareholder of D&M Dormanco (TB) Limited ("TB"). The chairman went on to explain TB intended to undertake a capital reduction whereby it would reduce its share capital from £80,087 to £10 by reducing the nominal value of each of its 80,087 ordinary shares from £1 to £0.000125.

The chairman then produced to the meeting directors' resolutions, a statement of solvency, a statement of compliance and shareholder written resolutions (the "Capital Reduction Documents").

After careful consideration, IT WAS RESOLVED

- (i) THAT the Capital Reduction Documents be approved,
- (ii) THAT any director or the company secretary be and is hereby authorised to sign the Capital Reduction Documents on behalf of the Company,
- (iii) AND THAT arrangements be made to send the original signed Capital Reduction Documents to D&M Dormanco (TB) Limited

  
CHAIRMAN

