

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

Written Resolutions of all the Company's directors passed in accordance with the articles of association of the Company

We, the undersigned, being all of the directors of the Company, confirm that there is no matter whether under the Company's articles of association, or sections 175 or 177 of the Companies Act 2006 (the "Act"), or by virtue of our respective positions as directors of the Company or as directors, officers or members of any other company (or body corporate), or otherwise that prohibits us from signing these resolutions and **WE UNANIMOUSLY RESOLVE AS FOLLOWS.**

A. STATUS OF THE COMPANY

1. **THAT** it be confirmed that as at the date of these resolutions the Company has an issued share capital of £80,087 comprising 80,087 ordinary shares of £1 each, all of which are fully paid up

THAT it be confirmed that 79,087 ordinary shares of £1 each are registered in the name of Dowding and Mills PLC, 999 ordinary shares of £1 each are registered in the name of Bootham Engineers Limited and 1 ordinary share of £1 is registered in the name of Dowding & Mills (UK) Limited

THAT it be confirmed that the Company has capital in excess of its needs and that it is appropriate to make the necessary arrangements to reduce the Company's paid up share capital to £10 as a preparatory step to prepare the Company for closure at the appropriate time by means of an application for striking off pursuant to the provisions of Section 1003 of the Act

THAT it be confirmed that the Company is no longer carrying on business nor is it in operation and in due course consideration will be given to striking the Company off the Register

B. REDUCTION OF CAPITAL

1. **THAT** the directors consider it a proper use of their powers and that it is appropriate and for the benefit of the Company and its members to recommend that the Company undertakes a capital reduction ("Capital Reduction") pursuant to the provisions of Chapter 10 in Part 17 of the Act to reduce the Company's undistributable (share capital related) reserves by reducing the nominal value of £80,087 ordinary shares from £1 to £0.000125 and transferring the aggregate amount (rounded down to the nearest full penny) of £80,077 to the profit and loss reserve of the Company
2. **THAT** it be confirmed that the directors are of the view that the Company is solvent as at the date and time of these resolutions and, having considered the current state of affairs of the Company and their plans for it, each of the directors has reasonably concluded that, having taken into consideration the Company's resources and liabilities (including contingent and/or prospective liabilities), there is no ground upon which the Company will be unable to pay (or otherwise discharge its debts) as they fall due within the year following the date that the directors propose to sign the Solvency Statement (as defined in Resolution 3 below)
3. **THAT** the statement of solvency ("Solvency Statement") required for the purposes of section 643 of the Act in conjunction with the Capital Reduction be supplied to the individual directors for them to consider and if deemed appropriate in their opinion to sign

FRIDAY



A2LN87U8

A19

22/11/2013

#279

COMPANIES HOUSE

4. **THAT**, subject only to the Solvency Statement being approved and signed by all of the Company's directors, the written resolutions ("the Written Resolutions") attached to these resolutions are approved for circulation (with a copy of the signed Solvency Statement) to the Company's members to consider and, if thought fit, approve and pass as special resolutions to authorise the reduction of the Company's share capital as hereinbefore described in part B1 above
- 5 **THAT** it is noted that there is no provision in the articles of association that has the effect of restricting or prohibiting the Capital Reduction

C. ADMINISTRATIVE FORMALITIES

- 1 **THAT** it be noted and confirmed that the Capital Reduction will only come into effect upon registration of the requisite documentation by the Registrar of Companies **AND THAT** subject to all of the directors approving and signing the Solvency Statement and the subsequent approval of the Written Resolutions arrangements be made to file the following documents at Companies House (with the prescribed fee) for registration in connection with the Capital Reduction
 - a) a copy of the Solvency Statement signed by each of the directors,
 - b) a print of the Written Resolutions stating the date upon which they were passed signed by the secretary,
 - c) a statement of compliance required pursuant to section 644 of the Act (signed by all of the directors), and
 - d) statutory Form SH19 statement of capital confirming the capital structure (effective upon the Capital Reduction being registered by the Registrar of Companies)
2. **THAT** subject to and with effect from the Capital Reduction being registered, arrangements be made
 - a) to effect the requisite entries in the Company's statutory registers and accounting records to reflect the reduction of capital in accordance with the terms of the resolutions contained within the Written Resolutions, and
 - b) to cancel any and all existing share certificates of the Company currently in issue and to prepare and execute new share certificates in favour of Dowding and Mills Public Limited Company, Bootham Engineers Limited and Dowding & Mills (UK) Limited, for their reduced shareholdings of 79,087 ordinary shares of £0 000125, 999 ordinary shares of £0 000125 and 1 ordinary share of £0 000125 respectively

Signed
Director

Name **GARTH JEFFREY BRADWELL**

Dated 6th November 2013

Signed
Director

DOWDING & MILLS (NOMINEES) LIMITED

Name Garth Bradwell

Duly authorised for and on behalf of
Dowding & Mills (Nominees) Limited

Dated 6th November 2013