

Company No: 3045864 (England and Wales)

The Companies Act 2006
COMPANY LIMITED BY SHARES
TLM TRADING LIMITED

RESOLUTION IN WRITING OF THE MEMBERS

(Pursuant to section 288 of the Companies Act 2006)

On the 13th day of September 2012 the following resolution was duly passed by written resolution in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 as a Special Resolution by the requisite majority of the members of the Company

SPECIAL RESOLUTION

THAT, pursuant to section 641 of the Companies Act 2006, the issued capital of the Company comprising 161,993 ordinary shares of £5 00 each be reduced to 40,000 ordinary share of £5 00 each by cancelling 121,993 ordinary shares of £5 00 each


S J HAMMERSLEY
Chairman



TLM TRADING LIMITED

(**"Company"**)

Minutes of a Meeting of the Board of Directors of the Company held at TLM Trading Ltd, 7a Axon, Commerce Road, Lynchwood, Peterborough PE2 6LR on 13 September 2012 at 2 00pm

Present Stephen Hammersley (Chairman), Stuart Green, Elizabeth Johnson, David Selley, Jo-Anne Thomson, Peter Walker, Peter Wright

In attendance: Gladstone Worthington, Rajeev Pallakke

1 Chairman

Mr Stephen Hammersley took the Chair for the meeting

2 Notice and Quorum

The Chairman reported that due notice of the meeting had been given and that a quorum was present Accordingly, the Chairman declared the meeting open

3 Declarations of Interest

Each director present confirmed that they had no direct or indirect interest in any way in the proposed transaction to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and article 27 of the Company's articles of association to disclose

4 Business of the Meeting

4 1 It was reported to the meeting that it was proposed that the Company was intending to reduce its share capital from £809,965 to £200,000 in order to return surplus capital to the Company's sole shareholder, The Leprosy Mission International

4 2 There was produced to the meeting a draft solvency statement to be signed by all the directors of the Company pursuant to sections 642 and 643 of the Companies Act 2006 It was noted that the directors had to take all the liabilities of the Company (whether contingent or prospective) into account so as to form their opinions on the solvency of the Company

4 3 After careful consideration **IT WAS RESOLVED** that at present there are no grounds on which the Company could be found to be unable to pay (or otherwise discharge) its debts and that the Company will be able to pay (or otherwise

discharge) its debts. Therefore, the meeting then adjourned for the solvency statement to be signed by all the directors and submitted to the sole member of the Company entitled to vote at general meetings of the Company in accordance with section 642(2) of the Companies Act 2006

4.4 Upon resumption, there was also produced to the meeting a form of Special Resolutions in Writing (a copy of which had been provided to the Company's Auditors) approving the reduction of capital for the purposes of section 641 of the Companies Act 2006 and amending the Memorandum of Association of the Company by amending the amount of share capital and shares stated therein

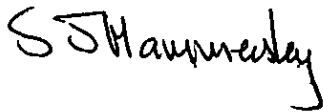
4.5 After further discussion of the proposals **IT WAS RESOLVED THAT -**

- (a) the reduction of the issued share capital of the Company on the above basis be hereby approved, and
- (b) the form of Special Resolutions in Writing be approved for signature by the eligible member of the Company, and
- (c) the Special Resolutions in Writing be proposed as Written Resolutions by the directors of the Company in accordance with the provisions of Section 291(1) of the Companies Act 2006, and
- (d) in accordance with the provisions of Section 291(2) of the Companies Act 2006 that the Special Resolutions in Writing be submitted to the sole member of the Company accompanied by a statement conforming with Sections 296 and 297 of the Companies Act 2006

4.6 Subject to signature of the Special Resolutions in Writing **IT WAS ACCORDINGLY RESOLVED THAT** all necessary acts and deeds be done to effect the reduction of capital in the Company

- 5 The meeting then adjourned for the Special Resolutions in Writing to be submitted to the member of the Company
- 6 Upon resumption, the signed agreement of all the members to the Special Resolutions in Writing was produced **AND IT WAS RESOLVED** to proceed with the reduction of capital
- 7 Consequently the Chairman explained that the issued share capital of the Company was reduced from £809,965 to £200,000 divided into 40,000 Ordinary Shares of £5 each. It was noted that the next annual return of the Company would reflect this revised shareholding

- 8 Accordingly the Chairman instructed the Company secretary to deliver to the Registrar, a copy of the solvency statement, a memorandum setting out a statement of capital, a copy of the Special Resolutions in Writing with the new Memorandum of Association annexed to it, and a statement by the directors of the Company in accordance with section 644(5) of the Companies Act 2006. The Chairman also instructed the Company secretary to update the statutory books accordingly.
- 9 There being no further business the Meeting terminated.

A handwritten signature in black ink, appearing to read 'S J Hammett', written in a cursive style.

Chairman

Date 13 September 2012