

WELSH FEED PRODUCERS LIMITED
(Company number 03570238)

Minutes of a general meeting of the members of Welsh Feed Producers Limited (Company)
held at Eagle House, Llansantffraid, Powys on 9/7/18 at 11.45am

| PRESENT: | NAME | POSITION |
|----------------|-----------------|---|
| | Ken Greetham | Director |
| | Paul Roberts | Director and Secretary |
| IN ATTENDANCE: | Claire Williams | Group Financial Controller of Wynnstay Group Plc |

The Chairman declared the meeting open.

The Chairman explained that the reduction of share capital is permissible pursuant to section 641 of the Companies Act 2006, provided that it is approved by Special Resolution and is supported by a Solvency Statement.

There was produced to the meeting a Solvency Statement satisfying the requirements of section 643 of the Companies Act 2006 and the Solvency Statement was made available to the shareholders when they voted on the Special Resolution and throughout the meeting.

Special Resolution

That the share capital of the Company be reduced from £300,000 divided into 150,000 Ordinary A shares and 150,000 Ordinary B shares, both of £1 each (which have been issued and are fully paid up) to £2 divided into 1 Ordinary A share and 1 Ordinary B share both of £1 each.

Such reduction shall be effected by cancelling paid-up share capital on 149,999 Ordinary A Shares and 149,999 Ordinary B Shares that is lost or unrepresented by available assets to the extent of £1 per share.

It was proposed by Ken Greetham, seconded by Paul Roberts and on a show of hands unanimously agreed by those present that the special resolution should be passed.

There was no further business and therefore the Chairman declared that the meeting was closed at



SATURDAY



S7ANADKZ
SPE 21/07/2018 #193
COMPANIES HOUSE

WELSH FEED PRODUCERS LIMITED
(Company number 03570238)

Minutes of a meeting of the board of directors of Welsh Feed Producers Limited (the "Company") held at Eagle House, Llansantffraid, Powys on 9/7/12 at 11 am.

| PRESENT: | NAME | POSITION |
|---------------|-----------------|--|
| | Ken Greetham | Director |
| | Paul Roberts | Director and Secretary |
| In attendance | Claire Williams | Group Financial Controller of Wynnstay Group Plc |

1. CHAIRMAN

It was resolved that Ken Greetham would be elected as chairman of the Company and Ken Greetham took the chair of the meeting.

2. NOTICE AND QUORUM

The chairman reported that sufficient notice of the meeting had been duly given and that a quorum was present. The chairman declared that the meeting was open.

3. DECLARATIONS OF INTEREST

Each director present at the meeting confirmed that they did not have any direct or indirect interest in the proposed arrangements that were to be considered at the meeting which they were required to disclose by section 177 of the Companies Act 2006 and the Company's articles of association.

4. BUSINESS OF THE MEETING

The chairman noted that the reduction of share capital is permissible pursuant to section 641 of the Companies Act 2006, provided that it is approved by special resolution and is supported by a solvency statement. The chairman reported that the business of the meeting was to propose to the shareholders of the Company that the share capital of the Company be reduced from £300,000 divided into 150,000 Ordinary A Shares and 150,000 Ordinary B shares both of £1 each (all of which have been issued and are fully paid up) to £2 divided into 1 Ordinary A Share and 1 Ordinary B Share of £1 each.

Such reduction shall be effected by cancelling paid-up share capital on 149,999 Ordinary A Shares and 149,999 Ordinary B shares that is lost or unrepresented by available assets to the extent of £1 per share.

5. DOCUMENTS PRODUCED TO THE MEETING

The following documents were produced to the meeting:

- (a) Draft Solvency Statement
- (b) Draft written special resolution of the members of the Company ("Written Resolution") which stated:

That the share capital of the Company be reduced from £300,000 divided into 150,000 Ordinary A shares and 150,000 Ordinary B shares, both of £1 each (which have been issued and are fully paid up) to £2 divided into 1 Ordinary A share and 1 Ordinary B share both of £1 each.

Such reduction shall be effected by cancelling paid-up share capital on 149,999 Ordinary A Shares and 149,999 Ordinary B Shares that is lost or unrepresented by available assets to the extent of £1 per share.

6. RESOLUTIONS

After consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED to prepare the Solvency Statement and approve the draft Resolution and propose it to every eligible member of the Company in general meeting.

7. ADJOURNMENT

- (a) The meeting was adjourned so that a general meeting of the company could be held and the Resolution passed.
- (b) The meeting was reconvened when the chairman reported the events in paragraph (a) above that the Resolution had been passed in general meeting.

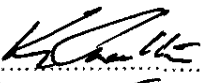
8. FILING

The chairman instructed Claire Williams to arrange for the following to be filed at Companies House within 15 days of the passing of the Resolution:

- (a) Solvency Statement
- (b) Statement of Capital (Form SH19 (Section 644 & 649))
- (c) Statement by Directors under section 644(5) Companies Act 2006
- (d) Copy of the Written Resolution
- (e) Fee of £10 for a standard service, to be borne by Wynnstay Group Plc

9. CLOSE

There was no further business and therefore the chairman declared that the meeting was closed.


.....
Chairman