

Company Number. 05011189

ORDINARY AND SPECIAL RESOLUTIONS

of

YCO GROUP PLC

(the "Company")

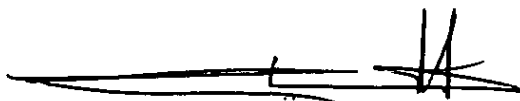
At a General Meeting of the Company duly convened and held at 8 30am on 03 December 2013 at Babington House, Babington, Frome, Somerset, BA11 3RW, the following Resolutions were duly passed

SPECIAL RESOLUTIONS

- 1 THAT the Company be re-registered as a private limited company under the Companies Act 2006 (Act) and that its name be changed to 'Y.CO Group Limited' (the **Re-registration**)
- 2 THAT the provisions of the Company's memorandum of association that would, pursuant to section 28 of the Act be treated as provisions of the Company's articles of association, shall be deleted from the Company's articles of association
- 3 THAT, subject to the Re-registration becoming effective, the articles of association in the form submitted to the meeting, and for the purposes of identification signed by the Chairman, be adopted and approved as the articles of association of the Company, in substitution for and to the exclusion of, the Company's existing articles of association

ORDINARY RESOLUTION

- 4 THAT, with effect from the Company's re-registration as a private limited company, and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Act



Chairman

