

Company Number: 05011189

ORDINARY AND SPECIAL RESOLUTIONS

of

Y.CO GROUP LIMITED
("the Company")

TUESDAY



A20 *A3BPCLPC* #381
08/07/2014
COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at Babington House, Babington, Somerset on Wednesday 14 May 2014 at 08 30am, the following Resolutions were duly passed

(Resolutions 1 to 3 as ordinary resolutions and Resolution 4 as a special resolution)

ORDINARY RESOLUTIONS

- 1 **THAT** the annual report and accounts for the 12 months ended 31 December 2013, together with the directors' report and auditors' report thereon, be received and adopted
- 2 **THAT** Jeffreys Henry LLP be and are hereby re-appointed as the Company's auditors to hold office from the conclusion of the Meeting to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006 (**the Act**), at a remuneration to be determined by the directors of the Company (**Directors**)
- 3 **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of **£42,427**, provided that this authority shall, unless renewed, varied or revoked by the Company, shall expire on the date falling five years from the date of the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 4 **THAT**, subject to the passing of resolution 3 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 3 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall expire on the date falling 5 years from the date of the passing of this resolution (unless

renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired



Company Secretary