

DATED: 14 MARCH 2007

We hereby certify
this to be a true copy
of the original

BLANDY & BLANDY 12th JUNE
2007

JAMES WILLIAM DYSON WINKWORTH and

LUKE THOMAS LLEWELLYN WINKWORTH (1)

-and-

JL WINKWORTH HOLDINGS LIMITED (2)

SHARE EXCHANGE AGREEMENT

BLANDY & BLANDY

SOLICITORS

ONE FRIAR STREET
READING
BERKSHIRE RG1 1DA

Tel 0118 9516858

WEDNESDAY



A53
"AQTKAQDQ"
13/06/2007
COMPANIES HOUSE

214

THIS AGREEMENT is made this 14 day of MARCH

2007

BETWEEN:

- (1) JAMES WILLIAM DYSON WINKWORTH and LUKE THOMAS LLEWELLYN WINKWORTH both of Field Lodge, Sandpit Hall Road, Chobham, Surrey GU24 8HA ("together the Sellers"), and
- (2) JL WINKWORTH HOLDINGS LIMITED a company registered in England with company number 6015346 whose registered office is at Willow Tree Works, Swallowfield Street, Swallowfield, Reading, Berkshire RG7 1QX ("the Company")

WHEREAS:

- (A) The Sellers are the legal and beneficial owners of
 - (i) 2,034 ordinary shares of £1 00 each in the share capital of Winkworth Holdings Limited ("the Holding Shares") which are fully paid up, and
 - (ii) 75 ordinary shares each of £1 00 in the share capital of Mixer Hire Limited ("the Mixer Shares"),in the proportions set out in Schedule 1
- (B) The Sellers desire to exchange the Holding Shares and Mixer Shares for the Consideration Shares (as defined below) on the terms of this Agreement
- (C) "Consideration Shares" means the 2,109 ordinary shares of £1 00 each in the capital of the Company to be issued to the Sellers in the proportions set out in Schedule 2 on the date of completion of this Agreement credited as fully paid having all rights and obligations set out in the Company's articles of association in a form approved by the Sellers

NOW IT IS HEREBY AGREED as follows

1 Consideration

In consideration of the Company

- 1.1 allotting and issuing to the Sellers the Consideration Shares in the proportions set out in Schedule 2 including the one subscriber share in the Company (the 'Subscriber Share'), the Sellers hereby agree to transfer to the Company the Mixer Shares and the Holding Shares (together the "Sale Shares") free from all claims, charges, liens,

encumbrances, equities and adverse rights of any description and together with all rights attached or accruing thereto as at the date of this Agreement

- 1 2 Each of the Sellers hereby expressly waives all rights of pre-emption he may have in relation to the aforementioned transfers whether conferred on them by the Articles of Association of either Mixer Hire Limited or Winkworth Holdings Limited

2 Completion

- 2 1 Completion of the share exchange under this Agreement shall take place immediately following the execution of this Agreement
- 2 2 On completion there shall be delivered to the Company
- 2 2 1 duly executed transfers in favour of the Company accompanied by the relevant share certificates in respect of the Sale Shares,
 - 2 2 2 any other documents necessary to substantiate the right of the Sellers to transfer the Sale Shares; and
 - 2 2 3 James William Dyson Winkworth's share certificate in respect of the Subscriber Share which will be exchanged by the Company for a new share certificate in respect of James William Dyson Winkworth's shareholding in the Company

3 General

- 3 1 The Company shall not be obliged to purchase any of the Sale Shares unless the purchase of all the Sale Shares is completed simultaneously in accordance with the terms and conditions of this Agreement
- 3 2 The Company shall cause this agreement to be duly delivered to the Registrar of Companies for registration pursuant to the Companies Act 1985 section 88

IN WITNESS whereof this Agreement has been signed by the parties or their duly authorised representatives the day and year first before written

SIGNED by
for and on behalf of
JK WINKWORTH HOLDINGS LIMITED

)
) J. Winkworth
)
Director

.....
Director/Secretary

SIGNED LUKE THOMAS LLEWELLYN
WINKWORTH
in the presence of

)
)
)
E. J. Llewellyn

SIGNED JAMES WILLIAM DYSON
WINKWORTH
in the presence of

) J. Winkworth
)
)

Paul Winkworth
Solicitor.
Reading.

Schedule 1

Holdings Shares	
Name	No. of Shares held
James William Dyson Winkworth	1,017 ordinary shares of £1 00 each
Luke Thomas Llewellyn Winkworth	1,017 ordinary shares of £1 00 each
Mixer Shares	
James William Dyson Winkworth	37 ordinary shares of £1.00 each
Luke Thomas Llewellyn Winkworth	37 ordinary shares of £1 00 each
Luke Thomas Llewellyn Winkworth	1 ordinary share of £1 00

Schedule 2

Consideration Shares	
Name	No. of Shares to be issued
James William Dyson Winkworth	1,055 (including the Subscriber Share)
Luke Thomas Llewellyn Winkworth	1,055