

THE COMPANIES ACT 2006
WRITTEN SPECIAL RESOLUTION

of

A N RICHARDS LIMITED
COMPANY NUMBER 06477166 (Company)

(Passed 27 / 03 / 2014)

WEDNESDAY



Circulation Date 27 / 03 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolution 1 below is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

- 1 THAT the rights attaching to the Ordinary Shares of £1 each in the Company (**Shares**) be varied so that before 31 December 2014 the Company shall be entitled to give to any holder(s) of Shares a notice of conversion (**Conversion Notice**) in respect of all or any part of the Shares registered in their name to convert said Shares into B Shares of £1 each in the Company
 - (a) The Conversion Notice shall state
 - (i) the number of Shares to be converted,
 - (ii) the class of shares (B Shares) into which the Shares are to be converted,
 - (iii) the date for conversion or if no date is stated then the date for conversion shall be the date of the giving of a Conversion Notice
 - (b) Conversion of the Shares shall take place at the registered office for the time being of the Company on the conversion date specified above if the Conversion Notice is accepted by the holder(s) of Shares to whom it was sent and for the avoidance of doubt, if the Conversion Notice is not accepted by the holder(s) of Shares to whom it was sent, then no conversion shall take place
 - (c) Each holder of Shares to be converted that accepts a Conversion Notice shall on or before the date for conversion deliver to the Company the certificates in respect of the shares to be converted for cancellation and the Company shall issue new share certificates at the rate of one fully paid B Share in the Company (as per the Conversion Notice) for each Share and if the holder of any Shares to be converted fails to comply with their obligation to deliver up the certificates of those Shares at the time of conversion, the Company may elect either

- (i) to waive that obligation and proceed immediately with the conversion of those Shares, upon such (if any) additional terms as to indemnity as the Company may reasonably require, or
- (ii) to defer the conversion of those Shares until such time as certificates can be produced in respect of them
- (d) The B Shares in the Company shall have such rights as set out in the Articles of Association of the Company

Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, persons entitled to vote on the above Resolution on the above date hereby irrevocably agree to the Resolution

Signed
Brynley Richards

Dated 27/03/14 2014

Signed
Neville Gary Richards

Dated 27/03/14 2014

Signed
Johanna Cooke

Dated 27/03/14 2014

NOTES

1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- o **By Hand** delivering the signed copy to the Company's registered office,
- o **By Post** returning the signed copy by post to the Company's registered office

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3 Unless, by the end of the 28 days from the above circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this time.

4 In the case of joint holders of shares, only the vote of a senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.