

Company No: 06699179

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS  
of  
MATHERS FOUNDRY LIMITED

Circulated *6503* 2011 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Mathers Foundry Limited (Company) propose that the following resolutions be passed as ordinary resolutions of the Company

**ORDINARY RESOLUTIONS**

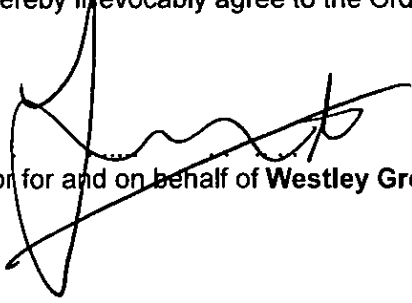
**THAT**

- 1 Mazars LLP of The Lexicon, Mount Street, Manchester, M2 5NT be appointed as auditors of the Company to hold office in accordance with the provisions of section 487 of the Companies Act 2006 from the date on which this resolution is passed as a written resolution
- 2 For so long as Mazars LLP hold office as auditors of the Company, the directors be authorised to fix their remuneration

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above (**Ordinary Resolutions**)

We, being the sole member entitled to vote on the Ordinary Resolutions on the Circulation Date hereby irrevocably agree to the Ordinary Resolutions

  
Director for and on behalf of Westley Group Limited

*6503* 2011

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THURSDAY



A60 \*A05JQW08\* 21/07/2011 40  
COMPANIES HOUSE

## **NOTES**

The Ordinary Resolutions will lapse unless sufficient agreement has been received to pass them within 28 days of the Circulate Date. If you agree to the resolutions, please ensure that your agreement reaches us as soon as possible and in any event by that date.

The mechanics for signifying agreement to the Ordinary Resolutions are set out below. If you do not agree to the Ordinary Resolutions, you do not need to do anything, you will not be deemed to have agreed by failing to respond.

- 1 If you agree to the Ordinary Resolutions, please sign and date this document as indicated above and return it to the Company using one of the methods set out below. Receipt by the Company of the signed document signifies your agreement to the Ordinary Resolutions.
  - By hand delivering the signed copy to any one of the directors of the Company in person,
  - Post returning the signed copy by post to the Company Secretary at c/o Westley Group Limited, Doulton Road, Cradley Heath, West Midlands B64 5QS,
- 2 Once you have signified your agreement to the Ordinary Resolutions you may not revoke your agreement.
- 3 Every member has one vote in respect of each share they hold. The Ordinary Resolutions will be passed if the Company receives from members representing a simple majority of the total voting rights of members entitled to vote at 9am on the Circulation Date.
- 4 In the case of joint holders of shares, only the vote of the 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 another 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.