

THE COMPANIES ACT 2006
WRITTEN SPECIAL RESOLUTION

OF

BROWN AND BENTLEY LTD

Company Number 08347741

Date: 24th day of March 2016 at 5 pm

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

Special Resolution: THAT, the issued share capital of the Company be reduced from £729,898 to £200 by returning paid-up capital to the extent of £1 per share to the Members for £364,849 ORDINARY A SHARES of £1.00 each, for £364,849 ORDINARY B SHARES of £1.00 each which have been issued and are fully paid-up but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made.

***NOTE – ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)**

AGREEMENT

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

The undersigned, all persons entitled to vote on the Resolution on 24th day of March 2016, hereby irrevocably agree to the Resolution

Signed by Mr Colin Joseph Brown

.....*Colin J Brown*.....

Signed by Mr David Bentley

.....*D Bentley*.....

TUESDAY



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19/04/2016

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COMPANIES HOUSE