

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**D J FAIRBROTHER**

**(THE COMPANY)**

Circulation date *18<sup>th</sup> September* 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below be passed as special resolutions of the Company (**Resolutions**)

**SPECIAL RESOLUTIONS**

- 1 **THAT** the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association
- 2 **THAT** one issued A ordinary share of £1 in the capital of the Company be and is hereby redesignated as a D ordinary share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1
- 3 **THAT** one issued A ordinary share of £1 in the capital of the Company be and is hereby redesignated as an E ordinary share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1
- 4 **THAT** one issued A ordinary share of £1 in the capital of the Company be and is hereby redesignated as an F ordinary share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1
- 5 **THAT** one issued A ordinary share of £1 in the capital of the Company be and is hereby redesignated as a G ordinary share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1
- 6 **THAT** one issued A ordinary share of £1 in the capital of the Company be and is hereby redesignated as an H ordinary share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1
- 7 **THAT** one issued A ordinary share of £1 in the capital of the Company be and is hereby redesignated as an I ordinary share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1
- 8 **THAT** one issued A ordinary share of £1 in the capital of the Company be and is hereby redesignated as a J ordinary share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1

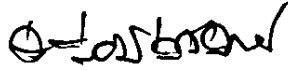


## AGREEMENT

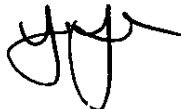
Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned being persons entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

SIGNED by DAVID THOMAS FAIRBROTHER, JOHN MARSH FAIRBROTHER, MICHAEL ROBERT LUCAS and DEREK JOHN LYON acting in their capacity as joint trustees of The John Marsh Fairbrother Family Settlement



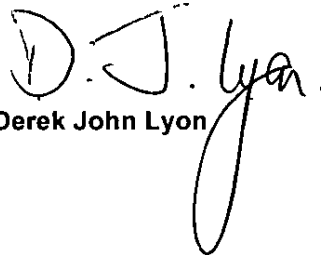
David Thomas Fairbrother



John Marsh Fairbrother

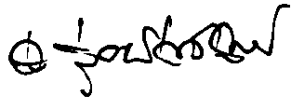


Michael Robert Lucas



Derek John Lyon

Date 2015



DAVID THOMAS FAIRBROTHER

Date 18<sup>th</sup> September 2015



JOANNE FAIRBROTHER

Date 18<sup>th</sup> September 2015

## NOTES

- 1 If you agree with the Resolutions, 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

- **By hand** delivering the signed copy to the Company's registered address
- **Post** returning the signed copy by post to the Company's registered address

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement
- 3 Unless, by the end of the period of 28 days beginning with the circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this period
- 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 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