

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**BARCLAY LIFTING @ RAILSERVICES UK LTD (the "Company")**

*(Registered Number: SC477810)*

**WRITTEN RESOLUTIONS**

**(Passed: 20<sup>th</sup> June 2014)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following Special Resolutions were passed as Written Resolutions of the Company by eligible members who, at 25<sup>th</sup> June 2014, would have been entitled to vote on the resolutions:

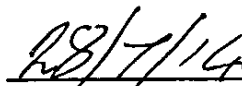
**SPECIAL RESOLUTIONS**

1. "THAT pursuant to regulation 96 of Table A of the Companies Act 1985, the provisions of regulations 94 and 95 of Table A, prohibiting Directors from voting on and being counted towards the quorum of a meeting in relation to, any resolution in which they have a material interest which may conflict with the interests of the company, shall be suspended insofar as they may apply to the meeting of the Board of Directors to take place in Nairn on 20<sup>th</sup> June 2014."
2. "THAT pursuant to the company's Articles of Association it is desirable to capitalise the sum of £99 standing at the credit of the company's profit and loss account. The Directors are hereby authorised and directed to appropriate such sum as capital to the Ordinary Shareholders registered at the close of business on 18<sup>th</sup> June 2014 and to apply such sum on behalf of such Shareholders in paying up in full 99 Ordinary Shares of £1 each of the company on the basis of new Ordinary Shares for each 1 Ordinary Share held with the fractions being allocated pro rata to the respective shareholdings. Such shares as make up this increase will rank pari passu with the existing Ordinary Shares of the company".

**AGREEMENT**

The undersigned, being the only members of the Company entitled to vote on the Resolutions on 20<sup>th</sup> June 2014, hereby irrevocably agree to the Resolution.

  
Steven Barclay

  
Date

MONDAY



SCT 11/08/2014 #75  
COMPANIES HOUSE

הוא נשאל על ידי המורה: "אם אתה רוצה להיות חכם, תלמד".  
הוא עונה: "אבל איך אני יכול ללמוד?"

המורה אומר: "תלמד מהטבע, מההיסטוריה, מההגות".  
הוא עונה: "אבל איך אני יכול ללמוד?"

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#### NOTES:

1. The Resolutions have been sent to all eligible members who were entitled to vote on the Resolution on the circulation date. Only such eligible members (or persons duly authorised on their behalf) should sign the Resolutions.
2. If you agree with the Resolutions, please signify your agreement by signing and dating this document where indicated above and deliver it to the Company using one of the following methods:
  - **By Hand:** delivering the signed copy to John M Taylor & Co, 9 Glasgow Road, Paisley, PA1 3QS
  - **Post:** returning the signed copy by post to John M Taylor & Co, 9 Glasgow Road, Paisley, PA1 3QS
  - **Fax:** faxing the signed copy to 0141 848 7419 marked "For the attention of J Hamilton".
  - **E-mail:** attaching a scanned copy of the signed document to an e-mail and sending it to [mail@johnmtaylor.co.uk](mailto:mail@johnmtaylor.co.uk). Please enter "Written Resolution dated 20<sup>th</sup> June 2014" in the e-mail subject box.

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.

3. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by 28 days after the Circulation Date, sufficient agreement has been received by the Company for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that you signify your agreement and deliver it to the Company before this date.
5. 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 of the Company.
6. 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.