

Company Number: 00189982

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CHARLES FOX AND COMPANY (DYERS) LIMITED (Company)

15 April 2016 (Circulation Date)

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

SPECIAL RESOLUTIONS

- 1 THAT the issued share capital of the Company be reduced from £5,000 to £1 by cancelling and extinguishing 4,999 Ordinary shares of £1 each and the amount by which the share capital is so reduced be credited to distributable reserves

AGREEMENT

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

The undersigned, being the only persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Signed by a director for and on behalf of Thomas Ramsden (Holdings) Limited

Date 18th April 2016

Thomas Brayshaw Ramsden

Date 18th April 2016

THURSDAY



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21/04/2016

#263

COMPANIES HOUSE

NOTES

- 1 You may agree to all but not just one of the Resolutions. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the Company at Gordon Mills, Netherfield Road, Guiseley, Leeds, LS20 9PD.

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 date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

BOARD MINUTES

CHARLES FOX AND COMPANY (DYERS) LIMITED

(COMPANY No. 00189982)

(the Company)

MINUTES of a meeting of the board of directors of the Company held at Gordon Mills, Netherfield Road, Guiseley, Leeds, LS20 9PD

On 18 April 2016 commencing at 10 am/pm (the Meeting)

Present: Mr R A B Ramsden (Chairman)
Mr T B Ramsden

Apologies

1. Chairman

Mr R A B Ramsden was appointed chairman of the meeting and chaired the meeting throughout

2. Notice and quorum

The chairman reported that due notice of the meeting had been given and that a quorum was present Accordingly, the chairman declared the meeting open

3. Business of the meeting

3 1 The chairman reported that in order to create additional distributable reserves the Company proposed

3 1 1 to reduce its share capital from £5,000 to £1 by cancelling and extinguishing 4,999 Ordinary shares of £1 each

3 2 The chairman noted that it was proposed that the amount by which the share capital is reduced be credited to distributable reserves

3 3 The chairman further noted that it was proposed that the reduction of capital be carried out by way of the solvency statement procedure under section 641(1)(a) of the Companies Act 2006 (CA 2006) The chairman explained that this procedure requires all of the directors to sign a statement of solvency and the shareholders to approve the reduction by special resolution

4. Declarations of interest

4 1 Each director present declared the nature and extent of their interest in the proposed transactions to be considered at the meeting in accordance with the requirements of section 177 of the CA 2006 and the Company's articles of association

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4 2 It was noted that, pursuant to Clause 98 of the Company's articles of association, a director may vote and form part of the quorum in relation to any matter in which they are interested

5. Documents produced to the meeting

The following documents were produced to the meeting

- (a) a draft solvency statement in the prescribed form and containing the information set out in section 643 of the CA 2006 (**Solvency Statement**)
- (b) a draft copy of a written resolution of the Company approving the reduction of capital (**Written Resolution**), such resolution to be sent to all eligible members (within the meaning of section 289(1) of the CA 2006) of the Company in accordance with section 291 of the CA 2006
- (c) its annual accounts for the year ending 30 April 2015

6. Consideration of documents

6 1 The directors carefully considered the financial position of the Company and the effect of the reduction of capital on the Company. It was noted that, in the Solvency Statement, each of the directors would be required to confirm that

6 1 1 he has formed the opinion, as regards the Company's situation at the date of the statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts

6 1 2 he has also formed the opinion

(a) if it is intended to commence the winding up of the Company within 12 months of that date, that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up, or

(b) in any other case, that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following that date

6 2 It was noted that the Solvency Statement must be signed by each of the directors, on the same day, no more than 15 days before the special resolution approving the reduction of capital is passed

7. Resolutions

7 1 The meeting carefully considered the reduction of capital and **IT WAS RESOLVED** to

7 1 1 approve the proposed reduction of capital,

7 1 2 subject to being able validly to make the requisite Solvency Statement, that the directors make the Solvency Statement, and

7 1 3 approve the Written Resolutions and recommend that it be accepted by the Company, and that it should be sent to the Company's shareholders for signature

accompanied by the Solvency Statement and before, or at the same time, provided a copy of the Written Resolution to the Group's auditors

7 2 Subject to and following the passing of the Written Resolution, **IT WAS RESOLVED** to

7 2 1 carry out the reduction of capital and to take all steps necessary to cancel and extinguish the relevant shares,

7 2 2 arrange for the amount of capital so reduced to be credited to distributable reserves,

7 2 3 file, within 15 days of the Written Resolution being passed, a copy of the resolution, signed Solvency Statement, Form SH19 and a statement of compliance by the directors confirming that the Solvency Statement was made not more than 15 days before the date on which the resolution was passed and was provided to the members in accordance with section 642(2) or 3 of CA 2006

8. Filing

Subject to the Written Resolution being passed, the chairman instructed the relevant individuals to

8 1 1 make all necessary and appropriate entries in the books and registers of the Company, and

8 1 2 arrange for the forms and documents listed in paragraph 7 2 3 above to be filed at Companies House

9. Close

There was no further business and the chairman declared the meeting closed



Chairman

18th Apr 2016

Date