

Company number: 00717658

A&J MUCKLOW GROUP PLC

(the "Company")

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

PASSED ON 5 SEPTEMBER 2019

At a general meeting of the members of the Company duly convened and held at CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF on 5 September 2019 at 10.00 a.m., the following special resolution was duly passed:

Special Resolution

THAT subject to:

- (i) the confirmation of the Court; and
- (ii) the consent by the holders of the 7 per cent. cumulative preference shares of £1 each in the capital of the Company (the "**Preference Shares**") of the deemed variation pursuant to article 7 of the Company's articles of association of the special rights conferred upon them,

the share capital of the Company be reduced by cancelling and extinguishing all of the Preference Shares and reducing the share premium account of the Company in the amount of £405,000 and repaying to the holders of Preference Shares on the register of members immediately before such cancellation and reduction becomes effective the sum of £1.60 per Preference Share, such sum including all arrears and accruals of the cumulative dividend thereon calculated down to the date of such repayment.

Signed: Martin McGann

Name: **Martin McGann**
FINANCE DIRECTOR

Date: 12/09/2019

SATURDAY



A19 *A8DYY54I* 14/09/2019 #327
COMPANIES HOUSE

Company number: 00717658

A&J MUCKLOW GROUP PLC

(the "Company")

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

PASSED ON 5 SEPTEMBER 2019

At a class meeting of the holders of preference shares of £1.00 each in the capital of the Company (the "Preference Shares") duly convened and held at CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF on 5 September 2019 at 10.15 a.m., the following special resolution was duly passed:

Special Resolution

THAT, subject to:

- (i) the confirmation of the Court of the reduction of share capital of the Company by way of the cancellation and extinguishment of all of the Preference Shares and the reduction of the share premium account of the Company in the amount of £405,000 ("Cancellation"); and
- (ii) approval at the General Meeting by the shareholders of the Company of the Cancellation and the repayment to the holders of Preference Shares on the register of members immediately before the Cancellation becomes effective the sum of £1.60 per Preference Share, such sum including all arrears and accruals of the cumulative dividend thereon calculated down to the date of such repayment,

the holders of the Preference Shares hereby consent to such cancellation and extinguishment of all of the Preference Shares and the deemed variation of the special rights pursuant to article 7 of the Company's articles of association conferred on the holders of Preference Shares in accordance with article 6 of the Company's articles of association.

Signed:

Martin McGarr

Name:

Martin McGarr
FINANCE DIRECTOR

Date:

12/09/2019

COMPANIES HOUSE