

Company number 8044729

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Brenig Construction Limited (Company)

10 May
April 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolution 1 below is passed as an ordinary resolution (**Ordinary Resolution**), and
- resolutions 2 and 3 below are passed as special resolutions (**together Special Resolutions**)

ORDINARY RESOLUTION

	For	Against
1 THAT, in accordance with section 551 of the Companies Act 2006 (2006 Act) the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount £10 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act	✓	



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SPECIAL RESOLUTIONS

		For	Against
2	THAT, subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act and article 13 2 of the Company's articles of association, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1 provided that this power shall		
2 1	be limited to the allotment of equity securities up to an aggregate nominal amount of £10, and		
2 2	expire on the first anniversary of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired	✓	
2	THAT, the articles of association of the Company be amended as follows Article 16 1 be amended by the addition of “(m) the shareholder committing a material or persistent breach of any shareholders' agreement to which it is a party in relation to the shares in the Company which if capable of remedy has not been so remedied within 20 Business Days of the other shareholders requiring such remedy” Article 16 3 be deleted and replaced as follows 16 3 The Board shall offer the Seller's Shares to the Continuing Shareholders in accordance with Article 16 7 at the lesser of par value and Fair Value for any Obligatory Transfer Event set out in article 16 1 (a) to (g) inclusive and articles 16 1 (j) to (m) inclusive and for the Obligatory Transfer Event set out in article 16 1 9 (h) and (i) at the Fair Value	✓	

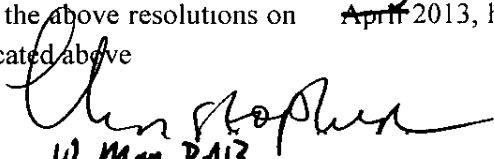
AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on ^{10 May}~~April~~ 2013, hereby irrevocably agrees to those resolutions as indicated above


Signed by

Date


10 May 2013

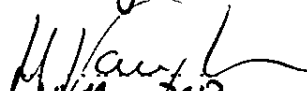
Signed by

Date


10 May 2013

Signed by

Date


10 May 2013

Signed by

Date

NOTES

1 If you wish to vote in favour of a resolution please put an 'X' in the For box next to that resolution If you wish to vote against a resolution please put an 'X' in the Against box next to that resolution or leave both boxes next to that resolution blank Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Howard Vaughan
- **Post** returning the signed copy by post to Howard Vaughan C/O Brenig Construction Limited, 8 Ashdown House, Riverside Business Park, Benarth Road, Conwy LL32 8UB
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to howardvaughan@brenigconstruction.co.uk Please enter "Written resolutions dated ^{10 May}~~April~~ 2013" in the e-mail subject box

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement

3 Where, by May 2013, insufficient agreement has been received for a resolution to pass, such resolution will lapse If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date

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