

Company number 08288515

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

J O SIMS HOLDINGS (1896) LIMITED (**Company**)

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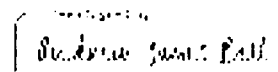
Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as an ordinary resolution and resolution 2 is passed as a special resolution of the Company (together, the **Resolutions**).

ORDINARY RESOLUTION

1. **THAT**, subject to the passing of Resolution 2 below, the 100,000 ordinary shares of £0.001 each in the capital of the Company (**Ordinary Shares**) be and are hereby re-designated as 50,000 A ordinary shares of £0.001 each in the capital of the Company (**A Shares**) and 50,000 B ordinary shares of £0.001 each in the capital of the Company (**B Shares**), such A Shares and B Shares having the rights and being subject to the restrictions set out in the New Articles (as defined in Resolution 2).

SPECIAL RESOLUTION

2. **THAT** the draft articles of association produced to the meeting and attached to these Resolutions be adopted as the articles of association of the Company in substitution for and to the exclusion of the Company's existing articles of association (**New Articles**).


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Director