

Company No. 10831267

**The Companies Act 2006**  
**A Private Company Limited by Shares**

**Written Resolution**

**of**

**Johnston Quarry Group Limited (the "Company")**

*12 October*

2017 (the "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 ordinary and special resolutions (as indicated below) (the "**Resolutions**").

**Ordinary Resolution:**

1. **THAT** the entry into by the Company of the following documents be and is hereby approved:

(a)

(b)

(c)

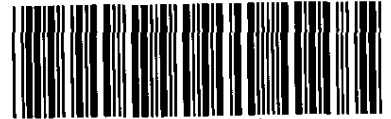
2.

3.

**Special Resolution:**

1. That the articles of association of the Company be amended by inserting a new Article 54 as follows:

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COMPANIES HOUSE

(a) Notwithstanding anything contained in these Articles:

- (i) the directors (or director if there is only one) of the Company may not decline to register any transfer of any of the issued shares of the Company (the "**Shares**") in the Company nor suspend registration of any such Shares; and
- (ii) a holder of Shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of Shares or which requires any such Shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be:

- 1) executed by an entity to which such Shares have been mortgaged, charged or pledged by way of security (or by any nominee of such entity) pursuant to a power of sale under such security;
- 2) executed by a receiver or manager appointed by or on behalf of any such entity under any such security; or
- 3) to any such entity (or to its nominee) pursuant to any such security.

A certificate by any officer of such entity or institution that the Shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

- (b) Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over Shares that have been mortgaged, charged or pledged by way of security to any entity.
- (c) Any pre-emption rights contained in these Articles shall not apply in relation to any shares which have been mortgaged, charged or pledged by way of security by any shareholder of the Company from time to time.

**Important:**

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:



.....

**WANS1 Limited**

Date: 12 October 2017

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document *where indicated above and returning the signed version either by hand or by post to*

**The Estate Office Quarry Farm, Banbury Road, Great Tew, Chipping Norton,  
Oxfordshire, England, OX7 4BT**

2. You may not return the Resolution to the Company by any other method.

3. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

5. Unless, by the twenty eighth (28<sup>th</sup>) day after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

6. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).

7. 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.