

WRITTEN RESOLUTIONS

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN SPECIAL RESOLUTIONS
of
MONTGOMERY REFRIGERATED LIMITED (the Company)
(Registered number NI 46407)**



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WRITTEN RESOLUTION - MONTGOMERY REFRIGERATED LIMITED DOC

SATURDAY



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PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

of

MONTGOMERY REFRIGERATED LIMITED (the Company)

(Registered number NI 46407)

Circulation Date | ~~August 2010~~

3RD SEPTEMBER

We the undersigned being all the members entitled to vote on the following Resolutions on the Circulation Date hereby signify our agreement to such Special Resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006

Special Resolutions

SPECIAL RESOLUTION

That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be and are hereby altered by addition of the following new sub clause as sub clause 3(B) (iv)

- 3(B) (iv) To promote the interests of Ballvesey Holdings Limited (registered in England and Wales with Company Number 05067227) and any other company which is for the time being the subsidiary holding company or subsidiary of any holding company of the Company or associated with the Company in any manner whatever and in particular by providing and discharging the liabilities thereof or giving any undertaking to do so by giving any indemnity or guarantee in respect of its liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid either with or without consideration and whether or not any benefit flows to the Company other than the promotion of the interest as aforesaid

SPECIAL RESOLUTION

THAT the Company is hereby authorised and empowered to enter into the following security documents with or in favour of Northern Bank Limited and the Directors are hereby authorised to execute deliver and implement such security documents on behalf of the Company

- (1) an unlimited intercompany composite guarantee in favour of Northern Bank Limited in respect of the liabilities of Ballvesey Holdings Limited (Co No 3067227) Ballvesey Recycling Solutions Limited (Co No NI 70170) Montgomery Refrigerated Limited (Co No NI 46407) Montgomery Transport Limited (Co No NI 12639) Montgomery Distribution Limited (Co No NI 46408) Montgomery Tank Services Limited (Co No NI 14185) J E Coulter Limited (Co No NI R554) Dukes Transport (Craigavon) Limited (Co No NI 8165) Truck And Plant (Sales and Rental) Limited (Co No NI 31415) Henthrow Truck Centre Limited (Co No 02067795) DGC Limited (Co No 02565069) Morgan Elliott Limited (Co No 01196285) and Morgan Elliott Group Limited (Co No 01775760)

For and on behalf of Montgomery Transport Limited

A handwritten signature in black ink, appearing to be 'M. J. Smith' or similar, written in a cursive style.

Director Authorised Signatory

Date of agreement to Resolutions

~~August~~ 2010

31st September