

Company No 06767318

The Companies Act 2006

Private Company Limited by Shares

Written Resolutions

FISHER BROTHERS 1979 LIMITED



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04/09/2013

#147

COMPANIES HOUSE

WEDNESDAY

We, the undersigned, being all the members of the Company who at the date of the resolutions would be entitled to attend and vote at general meetings of the Company **HEREBY PASS** the following resolutions as Special Resolutions and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company be amended by adding after regulation 3 the following regulations to be numbered 4 and 5 and by renumbering all subsequent regulations -

"4 The share capital of the Company at the date hereof is divided into 2 Ordinary Shares of £1 each, 250,000 "B" Shares of £1 each and 250,000 J Shares of £1 each

- 5 The rights and privileges attaching to the Ordinary Shares, the "B" Shares and the "J" Shares shall be as follows -

5 1 Income

- (a) Subject to the provisions of the Act and to paragraphs (b), (c) and (d) of this Article 5 1, the Company may by special resolution, upon the recommendation of the Directors, declare a dividend
- (b) Subject to paragraph (c) below, every general meeting at which a dividend is declared shall, by special resolution, direct that such dividend be paid in respect of one or

more classes of shares to the exclusion of the other classes or in respect of all classes of shares

- (c) Where a dividend is declared in respect of more than one class of shares the Company may, by special resolution, differentiate between such classes as to the amount or percentage of dividend payable but in default the shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of shares
- (d) No dividend shall be declared in respect of any class of shares in circumstances where the Directors recommend that no dividend should be declared nor shall any dividend be declared in respect of any class which exceeds the amount recommended by the Directors in respect of that class
- (e) Subject to the provisions of the Act and paragraph (f) below, the Directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution and any such proposed payment is approved by a special resolution of the members Regulation 103 shall be amended accordingly
- (f) When paying interim dividends the Directors may make payments in respect of one or more classes of shares to the exclusion of the other classes or to all classes or shares When making such payments the Directors may differentiate between the classes in respect of which payments are being made as to the amount or percentage of dividend payable

5.2 Surplus Assets in Liquidation

In a winding-up the surplus assets of the Company shall after repayment of the share capital paid up on the Ordinary Shares, the "B" shares and the "J" shares, respectively be applied in

paying the same to the holders of the Ordinary Shares

5.3 Voting Rights

The holders of the Ordinary Shares, shall be entitled to receive notices of all general meetings of the Company and to vote thereat and on a poll shall be entitled to one vote per share held. The holders of "B" Shares and the "J" Shares shall be entitled to receive notices of and to attend general meetings of the Company but shall not be entitled to vote thereat.

2. That the sum of £500,000 standing to the credit of Trust Creditors in the balance sheet of the Company be capitalised and applied in paying up in full 250,000 "B" Shares and 250,000 "J" Shares of £1 each in the capital of the Company.

Dated this *29th* day of *August* 2013

Signed

I H Simpson

Signed



R T A Walker

Company No 06767318

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5.1 Income

- (a) Subject to the provisions of the Act and to paragraphs (b), (c) and (d) of this Article 5.1, the Company may by special resolution, upon the recommendation of the Directors, declare a dividend
- (b) Subject to paragraph (c) below, every general meeting at which a dividend is declared shall, by special resolution, direct that such dividend be paid in respect of one or

more classes of shares to the exclusion of the other classes or in respect of all classes of shares

- (c) Where a dividend is declared in respect of more than one class of shares the Company may, by special resolution, differentiate between such classes as to the amount or percentage of dividend payable but in default the shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of shares
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Dated this *30th* day of *August* 2013

Signed 
I H Simpson

Signed
R T A Walker