

Company No 08933036



A21 \*A3DMFRJU\* 05/08/2014 #344  
COMPANIES HOUSE

## PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION

## OF

## PITTAWAY HOLDINGS (YORKSHIRE) LIMITED (COMPANY)

Circulation Date 31 July 2014

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 special resolutions (**Resolutions**)

## SPECIAL RESOLUTION

We, the undersigned, being all the members of the above named company -

- 1 Resolve that the proposed acquisition (**Transfer**) by the Company of the entire issued share capital of Pittaway Sempol Limited, Pittaway Special Coatings Limited and C E Pittaway & Son Limited as detailed below be approved the consideration for which is to be satisfied by the issue of Consideration Shares in the Company as set out in Column 4 of the table below (**Table**)

Target Companies	Sellers	Shares to be purchased of £1 each	Consideration Shares
Pittaway Sempol Limited	Melvyn Pittaway	3400 'A' Ordinary	138 'A' Ordinary
	Graeme Pittaway	3300 'B' Ordinary	134 'B' Ordinary
	Roger Pittaway	3300 'C' Ordinary	135 'C' Ordinary
Pittaway Special Coatings Limited	Melvyn Pittaway	1700 'A' Ordinary	726 'A' Ordinary
	Graeme Pittaway	1650 'B' Ordinary	704 'B' Ordinary
	Roger Pittaway	1650 'C' Ordinary	704 'C' Ordinary

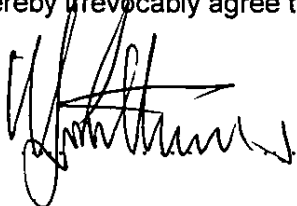
C E Pittaway & Son Limited	Melvyn Pittaway	1700 'A' Ordinary	835 'A' Ordinary
	Graeme Pittaway	1650 'B' Ordinary	811 'B' Ordinary
	Roger Pittaway	1650 'C' Ordinary	811 'C' Ordinary

- 2 Resolve that, subject to the passing of Resolution 1 and in accordance with section 551 of the CA 2006, as consideration for the Transfer the directors of the Company (**Directors**) be generally and unconditionally authorised to allot and issue shares in the Company up to an aggregate nominal amount of £4998, as set out in column 4 of the Table at Resolution 1, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 January 2015 This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 or 80A of the Companies Act 1985 or section 551 of the CA 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities
- 3 Resolve that, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot and issue equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 and any rights of pre-emption contained in the Articles of Association did not apply to any such allotment, provided that this power shall
- 3 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £4998, and
- 3 2 expire on 1 January 2015 (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

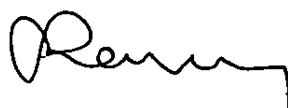
## AGREEMENT

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

The undersigned, persons entitled to vote on the Resolutions on 31 July 2014 hereby irrevocably agree to the Resolution



Melvyn Stuart Pittaway



Graeme Richard Pittaway

## NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - **By Hand** delivering the signed copy to Graeme Pittaway at 106-114 Flinton Street, Hull HU3 4NA
  - **Post** returning the signed copy by post to Graeme Pittaway at 106-114 Flinton Street, Hull HU3 4NA
  - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [graemepittaway@me.com](mailto:graemepittaway@me.com) Please enter "Written resolutions" in the e-mail subject box

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

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, within 28 days of 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
- 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