

The Clitheroe Auction Mart Company Limited

Company Number 54139

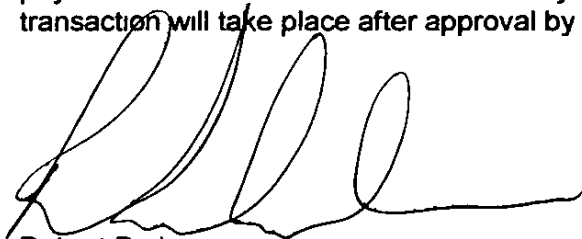
Special Resolution Passed on 23rd July 2015

At the Annual General Meeting of The Clitheroe Auction Mart Company Limited, duly convened, and held, at The Silverwoods Building, Clitheroe Auction Mart, Lincoln Way, Clitheroe, BB7 1QD at 6 30pm it was **RESOLVED**

A Special Resolution was duly passed as follows

Special Resolution

Authority for an "off-market" purchase of shares in the Company under Section 694 of the Companies Act 2006 relating to the proposed transaction between the company and R H Warner as Executor for Lady J M Warner for the purchase of 110,000 ordinary shares of £1 each in the Company, the terms of which are set out in the Memorandum, annexed to this Special Resolution, and initialled for the purposes of identification by a Director of the Company, be and is hereby authorised The payment for the shares will be funded by a facility from the Company's bank The transaction will take place after approval by the Members of this Special Resolution



Robert Parker

Chairman

THURSDAY



A4F5J2WG

A15

03/09/2015


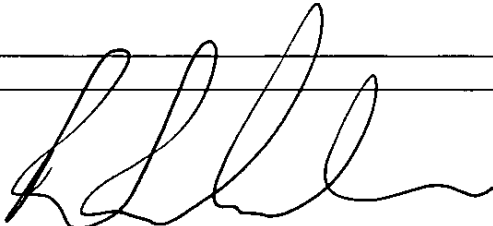
#23

COMPANIES HOUSE

**Memorandum of Terms
Relating to a transaction between:**

Company
The Clitheroe Auction Mart Limited, a company (number 54139) registered in England whose registered office is situated at Ribblesdale Centre, Lincoln Way, Clitheroe, Lancs BB7 1QD (the Purchaser); R H Warner as Executor for Lady J M Warner, Perrots Hill Farm, North Leigh, Witney, Oxfordshire, OX29 6PT (the Vendor).

- 1 The Vendor wishes to sell 110,000 £1 Ordinary shares in The Clitheroe Auction Mart Limited and the Purchaser wishes to purchase those shares under a "Company Purchase of Own Shares" arrangement
- 2 The consideration will be £250,800
- 3 Payment will be made by cash by the Purchaser to the Vendor
- 4 The transaction will take place immediately after approval by the Members by Special Resolution
- 5 Both the Vendors and the Purchaser confirm this is a complete summary of the proposed transaction and that each will use their best endeavours to ensure that the transaction (as set out in paragraph 1 above) is completed in accordance with this summary

Signed  Date 6.7.15	On behalf of: RH Warner as Executor for Lady J M Warner (the Vendor)
Signed  Date 7.7.15	For and on behalf The Clitheroe Auction Mart Company Limited (the Purchaser) Director Robert Parker