

F. PRATT ENGINEERING CORPORATION PLC

(the "Company")

Registered in England and Wales under company number 00054221

Minutes of a Meeting of the Board of Directors of the Company

held by telephone on 25 September 2013 at 10 30 am

Present

Neil Carrick
Richard Taylor

(in the Chair)

1 CHAIRMAN/QUORUM

Neil Carrick took the Chair and it was noted that a quorum of the Board of Directors was present and that each Director had been given proper notice of the Meeting and of the matters to be discussed

2 DECLARATION OF INTERESTS IN PROPOSED TRANSACTION OR ARRANGEMENT WITH THE COMPANY

2 1 Each director present confirmed that they had no direct or indirect interest in any way in the proposed changes and other arrangements to be considered at the Meeting which required to be disclosed by section 177 of the CA 2006 and the Company's articles of association

2 2 The directors were reminded of their obligation to make a further declaration in the event that any existing declaration made by them proves to be or becomes inaccurate

3 NOTICE OF GENERAL MEETING

3 1 There was produced to the Meeting a draft notice of a general meeting of the members of the Company to be held on 25 September 2013 at 10 45 am (the "Notice") detailing the following special resolutions

- (a) that the Company be re-registered as a private company limited by shares,
- (b) to adopt new articles of association, and
- (c) to change the company name to F Pratt Engineering Corporation Ltd

3 2 The Notice was then carefully considered and after due and careful consideration **IT WAS RESOLVED THAT**

- (a) the terms of the Notice be and are hereby approved, and
- (b) the Company Secretary be and he is hereby instructed to send the Notice detailing to all persons entitled to receive the same

4 ADJOURNMENT AND RESUMPTION



4 1 The Meeting then adjourned to enable the general meeting to take place

4 2 The Meeting then reconvened and **IT WAS REPORTED** that the general meeting had been duly held and the resolutions set out in the notice had been duly passed

5 **FILINGS**

The Company Secretary was instructed to make the necessary filings at Companies House subject to the resolutions set out in the notice being duly passed at the general meeting

6 **CLOSE**

There being no other business the Chairman declared the Meeting closed


CHAIRMAN

F PRATT ENGINEERING CORPORATION PLC

(the "Company")

Registered in England and Wales under company number 00054221

Minutes of a General Meeting of the Company

held on 25 September 2013 at 10 45 am

Present.

Neil Carrick
Nigel Rogers
(on behalf of The 600
Group Plc)

(in the Chair)

1 QUORUM

Nigel Rogers reported that the notice of the Meeting had been given to all those persons entitled to receive the same. A quorum being present, the Chairman declared the Meeting open.

2 CONSENT TO SHORT NOTICE

It was noted that a majority in number of the members together holding not less than 95% in nominal value of the shares giving the right to attend and vote at the Meeting had signed the form of consent to short notice attached to the notice convening the Meeting (the "Notice").

3 PURPOSE OF THE MEETING

The Chairman reported that the principal purpose of the Meeting was to consider and, if thought appropriate, approve

- (a) the decision to re-register the Company as a private limited company,
- (b) to adopt new articles of association, and
- (c) to change the company name to F Pratt Engineering Corporation Ltd

The Chairman read the Notice aloud. It was unanimously agreed that the Notice be taken as read.

4 RESOLUTION

The Chairman proposed the special resolutions set out in the Notice and each resolution was seconded by Mr Rogers. The Chairman put the resolutions to the Meeting and, on a show of hands, declared each of them duly passed as special resolutions.



5 **CLOSE**

There being no further business, the Meeting closed

A handwritten signature in black ink, appearing to be 'N. K. ...', written over the printed title 'CHAIRMAN'.

CHAIRMAN