

Company Number : 59225

SATURDAY



THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ABBOTT AND COMPANY HOLDINGS LIMITED

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 proposed by the directors as special resolutions

1. That the articles of association of the Company be amended as follows.

1.1 By replacing the existing article 3 with the following new article 3.

3. The share capital of the Company at the time of adoption of these articles is £18,012 divided into 17,262 Ordinary Shares of £1 00 each in the capital of the Company and 750 A Ordinary Shares of £1 00 each in the capital of the Company. The shares shall confer on the holders thereof the rights and privileges hereinafter declared, and such rights and privileges shall be subject to variation in the manner provided by Article 6 hereof and not otherwise.

1.2 There shall be deleted from article 8 the words "section 136(2) of the Companies Act 1948" and inserted the words "section 325 of the Companies Act 2006".

1.3 By replacing the existing article 10 with the following new article 10

10. The Ordinary Shares and the A Ordinary Shares shall confer on the holders the right to attend or vote, either in person or by proxy, at any General Meeting, or to have notice of such meeting

- 1.4 By removing article 16 in its entirety.
- 1.5 By replacing the existing article 17 with article 50 of the Model Articles for Private Companies Limited by Shares.
- 1.6 By removing article 18 in its entirety.
- 1.7 By removing article 19 in its entirety.
- 1.8 By replacing the existing article 21 with the following new article 21.

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INCOME

The Ordinary and A Ordinary shares shall be eligible to receive any income which the Company may determine to distribute in respect of any financial year in such proportion and amounts, if any, as the directors, in their absolute discretion, determine. For the avoidance of doubt, the directors may declare a dividend in relation to one class of share but not another.


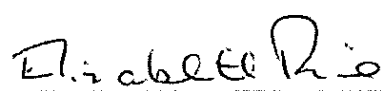

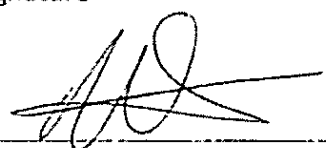
CAPITAL

If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall be applied: on a return of capital in a winding up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repaying to the holders of the Ordinary Shares and A Ordinary Shares as if they constituted one class of share the nominal amount paid up or credited as paid up on such shares. Any surplus shall be payable to the holders of the Ordinary Shares and A Ordinary Shares as if they constituted one class of share.

- 1.9 Any references to Table A that are no longer valid pursuant to the Companies Act 2006 shall be ignored.
2. That on the passing of this resolution 375 issued ordinary shares of £1.00 each held by Ann Price and 375 issued ordinary shares of £1.00 each held by John Price shall be re-designated as 750 A Ordinary Shares of £1.00 each,

having the rights set out in the articles of association adopted pursuant to resolution 1 above

The undersigned, being all of the persons entitled to vote on the above resolutions on the date of circulation of them by the Company, irrevocably vote in favour of it

Henry Price	 _____ Signature	<u>12.9.12</u> _____ Date
Ann Price	 _____ Signature	<u>12-9-12</u> _____ Date
John Price	 _____ Signature	<u>12.9.2012</u> _____ Date
Alicia Price	 _____ Signature	<u>12-9-2012</u> _____ Date

NOTES

- 1 The date of circulation of the attached resolutions is 6th September 2012
Unless the resolutions are passed before the end of the period 28 days beginning with that date they will lapse
- 2 Please indicate your agreement to the resolutions by signing and dating this document where indicated above and returning it to the Company