

Company number: 01472970

## Written Resolution of A.G. Parfett & Sons Limited (the "Company")

Resolution passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006

The following resolution was duly passed as a special resolution by way of a written resolution of the Company dated 20th November 2015

### Special resolution

That the decisions of the Board of Directors of the Company

(a) to make

- (i) cash gifts of £4,148,872 74 and of the sum necessary to pay stamp duty and to meet any other reasonable transaction costs, and
- (ii) a voluntary contribution of Promissory Notes issued by the Company with a value of £12,000,000,

to Parfett's Employee Trust Limited (acting as trustee of the Parfett's Employee Ownership Trust) for the purpose of allowing it to purchase 7,267 ordinary shares in the Company from Stephen Parfett, Judith Marian Parfett and Barbara Anne Ashcroft, and

- (b) to take a secured shareholder loan from Stephen Parfett, Judith Marian Parfett and Barbara Anne Ashcroft in the amount of £12,000,000 on the terms of the Facility Agreement circulated with this Resolution,

be and are hereby approved and ratified



Director

For and on behalf of the Company

WEDNESDAY



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\*A4LDNBVF\*

02/12/2015

COMPANIES HOUSE

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