

CLASSIC MANAGEMENT SERVICES LIMITED
(Company Registration No: 1479871)

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COMPANIES HOUSE

Notice is hereby given that an **EXTRAORDINARY GENERAL MEETING** of the above named Company will be held at Unit 16 Hampton Farm Industrial Estate, Hampton Road West, Hanworth, TW13 6DB on 12 July 2010 at 9 am for the purpose of considering and if thought fit, passing the following resolutions of the Company of which the first and fourth resolutions are special resolutions.

THAT:

Resolution 1 (Special Resolution)

That the articles of association be altered by the insertion of the following new Article 8 in place of the existing article 8

8. SHARE CAPITAL

8.1 The share capital of the company is divided into "A" ordinary shares of £1 each ("the 'A' shares"), "B" ordinary shares of £1 each ("the 'B' shares"), "C" ordinary shares of £1 each ("the 'C' shares"), "D" ordinary shares of £1 each ("the 'D' shares"), "J" ordinary shares of £1 each ("the 'J' shares") and "S" ordinary shares of £1 each ("the 'S' shares")

8.2 The 'A' shares, the 'B' shares, the 'C' shares, the 'D' shares, the 'J' shares and the 'S' shares shall each carry full voting rights and rank *pari passu* in all respects except in relation to income, as follows:-

The 'A' shares, the 'B' shares, the 'C' shares, the 'D' shares, the 'J' shares and the 'S' shares shall rank separately with regard to entitlement to dividend such that the directors may at any time resolve to declare a dividend on one or more class of share and not on the other class or classes.

Resolution 2

THAT: "B" Ordinary Shares of 10p each numbered 8,000,001 to 8,007,000 become "S" Ordinary Shares of 10 p each and that "C" Ordinary Shares of 10p each numbered 9,000,001 to 9,007,000 become "J" Ordinary Shares of 10p each so that the shareholdings of the Trustees of the Peter Alexander Buckles Discretionary Trust Settlement 2007 and the Trustees of the Neil Anthony Aldred Discretionary Trust Settlement 2007 be re-classified and numbered in accordance with the following table;

Name of Shareholder	Existing shareholding	New Shareholding
Peter Alexander Buckles Discretionary Trust Settlement 2007	57000 'B' Ordinary Shares of 10p each (numbered) 8,000,001 to 8,057,000	7,000 "S" Shares numbered 8,000,001-8,007,000 50,000 'B' Shares numbered 8,007,001-8,057,000

Neil Anthony Aldred Discretionary Trust Settlement 2007	57000 'C' Ordinary Shares of 10p each (numbered) 9,000,001 to 9,057,000	7,000 "J" Shares numbered 9,000,001-9,007,000 50,000 'C' Shares numbered 9,007,001-9,057,000
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Resolution 3

That: New Share Certificates for the numbered shares allocated in the table above be issued by the Company and that the old share certificates be deemed to be cancelled on issue of the new certificates

Resolution 4(Special Resolution)

THAT: with effect from the date of this Resolution the Articles of Association of the Company be replaced by the Articles of Association annexed to this resolution and for the purposes of identification initialled CMS2010.

Dated

25th June 2010

P.A. Bunker

BY ORDER OF THE BOARD

Director

Registered Office:-
Bunbury House
Stour Park
Blandford Forum
Dorset
DT11 9LQ

NOTE: A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to votes in his stead A proxy need not also be a member.

COMPANY NUMBER 1479871

CLASSIC MANAGEMENT SERVICES LIMITED

**Minutes of An Extraordinary General Meeting of Classic Management Services Limited held at
Unit 16 Hampton Farm Industrial Estate Hampton Road West HANWORTH TW13
6DB on 12 July 2010 at 11.00 hrs**

Present **Mr N A Aldred (Chair)**
 Mr P A Buckles

- 1 The chair announced that consent to the Meeting being held at short notice had been given by all of the members of the Company entitled to attend and vote at the Meeting and that a quorum was present under the Articles of Association.

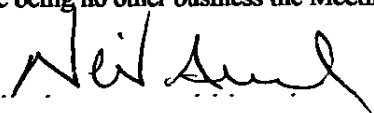
In addition to attending on his own behalf Mr N A Aldred was duly appointed to represent CMS Holdings Limited at the meeting as well as being a Trustee of the Neil Anthony Aldred Discretionary Trust Settlement 2007 and the Peter Alexander Buckles Discretionary Trust Settlement 2007

Mr P Buckles is attending on his own behalf and also on behalf of the Trustees of the Peter Alexander Buckles Discretionary Trust Settlement 2007 and the Trustees of the Neil Anthony Aldred Discretionary Trust Settlement 2007

2. It was unanimously agreed that the Notice convening the Meeting should be taken as read
- 3 The Chair reported that the Board, acting on the advice of the Company's accountant, recommended that the Articles of Association of the Company be amended to confirm that two new classes of shares "J" shares and "S" shares have the same rights as 'A' 'B' and 'C' Shares so that all shares in the company rank equally save for the directors discretion to allocate dividends and that 7,000 of the 'B' ordinary shares of 10p each held by the Trustees of the Peter Alexander Buckles Discretionary Trust Settlement 2007 be converted into 7,000 "S" ordinary shares of 10p each and 7,000 of the 'C' ordinary shares of 10p each held by the Trustees of the Neil Anthony Aldred Discretionary Trust Settlement 2007 be converted into 7,000 "J" ordinary shares of 10p each 7,000 of the shares issued to the 10,000,000 shares of 10p each
4. Mr Buckles proposed and Mr Aldred seconded the first Resolution contained in the Notice of Meeting which was a special resolution. It was put to the vote and carried unanimously on a show of hands
- 5 Mr Aldred proposed and Mr Buckles seconded the second Resolution contained in the Notice of Meeting. It was put to the vote and carried unanimously on a show of hands
6. Mr Buckles proposed and Mr Aldred seconded the third Resolution contained in the Notice of Meeting. It was put to the vote and carried unanimously on a show of hands
7. Mr Buckles proposed and Mr Aldred seconded the fourth Resolution contained in the Notice of Meeting. It was put to the vote and carried unanimously on a show of hands

There being no other business the Meeting was closed.

Chair



COMPANIES HOUSE