

Companies Act 2006

**SPECIAL RESOLUTION
OF S. & M. (WHOLESALEERS) LIMITED
("the Company")**

WITH COMPANY NO. 01914189 AND WITH REGISTERED OFFICE AT CO-OPERATIVE HOUSE, WARWICK TECHNOLOGY CENTRE, GALLOWS HILL, WARWICK CV34 6DA

duly passed at a meeting held on **13 June 2016** for the purpose of the conversion of the Company, registered under the Companies Act 2006, into a society registered under the Co-operative and Community Benefit Societies Act 2014 ("the Society"), as provided by sections 115 to 117 of the Community Benefit Societies Act 2014

IT IS RESOLVED

THAT the Company hereby determines to convert into the Society, as provided by sections 115 to 117 of the Community Benefit Societies Act 2014,

THAT the Society be registered with the same registered name as the Company, that is S & M (Wholesaleers) Limited,

THAT the registered address for the Society remain at Co-operative House, Warwick Technology Park, Gallows Hill, Warwick CV34 6DA,

THAT the enclosed set of rules be adopted as the Society's Rules,

THAT Edward Parker, Secretary of the Company, be appointed Secretary of the Society,

THAT the following three persons, members of the Company, be appointed as members of the Society

- 1 Ruth Joyce FITZJOHN
- 2 Patrick Hugo GRAY
- 3 Helen Rita WISEMAN

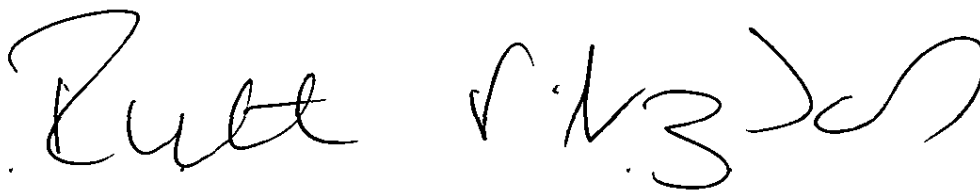


who, together with the Secretary, shall sign the Rules of the Society and who may accept any alterations made by the Financial Conduct Authority to the proposed set of rules without further consulting the Company,

and **THAT**, where the nominal value of the Company's shares held by any of the members, other than a registered society, exceeds the amount specified in section 24(1) of the Community Benefit Societies Act 2014 (maximum shareholding), such shares representing the excess be converted into a transferable loan stock

- i. bearing such rate of interest as may be fixed, and
- ii repayable on such conditions as are determined by the resolution

Executed on this date in accordance with section 44 of the Companies Act 2006



Ruth FitzJohn
Director



Edward Parker
Secretary