

Company number **2209123**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SHAW GIBBS LIMITED (Company)



\*A515SJBD\*

A09

20/02/2016

#18

COMPANIES HOUSE

\*A505N1FK\*

A13

06/02/2016

#281

COMPANIES HOUSE

29 January 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (**Resolution**)

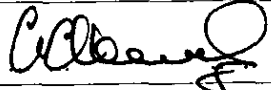

#### ORDINARY RESOLUTION

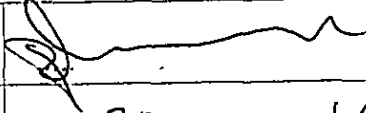
That the Company be and is hereby authorised pursuant to section 690 of the Companies Act 2006 and the Company's Articles of Association to purchase its own shares in accordance with a proposed contract to purchase in the form attached to the resolution and initialled by the signatories for the purpose of identification to be made between (1) the Company and (2) Graham Henley in respect of the sale to and the purchase by the Company of 60,000 A Ordinary Shares, 132,500 B Ordinary Shares, 8,401 B 010213 Ordinary Shares, 20,119 B 200814 Ordinary Shares, 21,265 C Ordinary Shares and 60,000 E Ordinary Shares of 0 10 pence each in the capital of the Company for the sum of £930,448 84 to be paid out of the distributable profits of the Company, which contract is hereby approved and that any two directors for the time being is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder

#### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 29 January 2016, hereby irrevocably agrees to the Resolution

Signed by Graham Henley	
Date	29-1-16
Signed by Angela Cager	
Date	29/1/16

Signed by Peter O'Connell	
Date	29-1-16


  

Signed by Stephen Wetherall	S.J Wetherall
Date	29/1/16

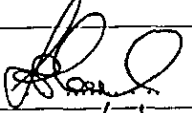
  

Signed by Lorna Watson	Lorna Watson
Date	29-1-16


  

Signed by David Rickwood	
Date	29-01-2016

Signed by Steve Neal	
Date	29/1/16

Signed by Leigh Smith	
Date	29/1/16

#### NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to 264 Banbury Road, Oxford, OX2 7DY or by email to [peter.oconnell@shawgibbs.com](mailto:peter.oconnell@shawgibbs.com) or fax to 01865 292 201 in each case marked for the attention of Peter O'Connell

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 29 January 2016, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or on this date