

**BROOKS BROS (MIDLANDS) LTD**

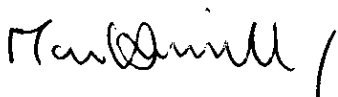
**02359574**

**Special resolution to authorise reduction of capital (sections 642-644 Companies Act 2006)**

**SPECIAL RESOLUTION**

That the share premium account of the Company be reduced from £1,139,551 to £ Nil representing the excess of the Company's wants to the sole shareholder and that such reduction shall take effect upon registration of a copy of the required solvency statement, a memorandum of capital and a copy of this resolution by the Registrar of Companies.

**Signed:**



**Mr M Sherriff**

On behalf of George A Sherriff Ltd

18/7/17

**Date:**



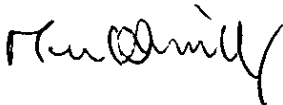
**BROOKS BROS (MIDLANDS) LTD**

**02359574**

**Directors' resolutions – proposed reduction of capital (sections 642-644 Companies Act 2006)**

1. It was proposed that the Company reduce its share premium account from £1,139,551 to £Nil representing the excess of the Company's wants to the sole shareholder. It was proposed to use the procedures permitted under sections 642-644 of the Companies Act 2006 to do this (special resolution of the members supported by a solvency statement).
2. A draft solvency statement was produced to the board. It was noted that full enquires had been made into the affairs, debts and liabilities of the Company (including contingent and prospective liabilities). A report and accounts regarding all the debts and contingent and prospective liabilities, prepared following those enquires, were produced and considered by the board.
3. The directors considered the draft solvency statement. All directors confirmed that, following the information presented to them, they have formed the opinions set out in that draft solvency statement and were satisfied that the other statements made in it were correct.
4. Each of the directors signed the solvency statement.
5. The directors resolved that the members consider a special resolution for reduction of the share capital as proposed above in the form of a written resolution.

**Signed:**



**Mr M Sherriff**

18/7/17

**Date:**