

# THIS AGREEMENT

is made the

BETWEEN

5th day of March 1997

PASSED FOR FILING

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5th March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

## IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

## THE SCHEDULE

1. The Shareholder: Mrs M. Brown
2. The number of MWL "B" ordinary Shares allotted: 5000

SIGNED by a director  
for and on behalf of MWL

}

P. T. S. Brown.

SIGNED by the Shareholder

)

Margaret Brown



COMPANIES HOUSE 02/05/97

KPMG

**THIS AGREEMENT** is made the 5<sup>th</sup> day of March 1997  
BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

**THE SCHEDULE**

1. The Shareholder: Mrs R.S. Middleton
2. The number of MWL "B" ordinary Shares allotted: 500

SIGNED by a director  
for and on behalf of MWL

} P. E. S. Mans

SIGNED by the Shareholder

) Rosina

1997

**THIS AGREEMENT** is made the 5th day of March 1997  
BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5th March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

#### THE SCHEDULE

1. The Shareholder: Mr A.T.C. Guyatt
2. The number of MWL "B" ordinary Shares allotted: 400

SIGNED by a director  
for and on behalf of MWL

}

P. A. S. Jones

SIGNED by the Shareholder

)

A.T.C. Guyatt

*Handwritten initials*

**THIS AGREEMENT** is made the 25 day of March 1997  
BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 25 March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

#### THE SCHEDULE

1. The Shareholder: Mr J.R.C. Harris
2. The number of MWL "B" ordinary Shares allotted: 3000

SIGNED by a director  
for and on behalf of MWL

} P. F. S. Harris

SIGNED by the Shareholder

) J.R.C. Harris

KPMG

**THIS AGREEMENT** is made the 5<sup>th</sup> day of March 1997

BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

#### THE SCHEDULE

1. The Shareholder: Mr M.M. Harrison
2. The number of MWL "B" ordinary Shares allotted: 100

SIGNED by a director  
for and on behalf of MWL

}

P. E. S. Brown

SIGNED by the Shareholder

)

M. M. Harrison

KPM C

# THIS AGREEMENT

is made the

5th

day of March 1997

## BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5th March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

## IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

## THE SCHEDULE

1. The Shareholder: Mr B.J. Higham
2. The number of MWL "B" ordinary Shares allotted: 150


SIGNED by a director  
for and on behalf of MWL

}

P. J. S. Mann

SIGNED by the Shareholder

)



KPMG

**THIS AGREEMENT** is made the 5th day of March 1997  
BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5th March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

**IT IS AGREED** as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

**THE SCHEDULE**

1. The Shareholder: Mr J.J. Lock
2. The number of MWL "B" ordinary Shares allotted: 150

SIGNED by a director  
for and on behalf of MWL

} P. E. S. Khan

SIGNED by the Shareholder

) J. Julian Lock

KPMG

**THIS AGREEMENT** is made the 5<sup>th</sup> day of March 1997  
BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

**THE SCHEDULE**

1. The Shareholder: Mr K.J. Matthews
2. The number of MWL "B" ordinary Shares allotted: 150

SIGNED by a director  
for and on behalf of MWL

}

P. F. S. Brown

SIGNED by the Shareholder

)

K. J. Matthews

KJB



**THIS AGREEMENT** is made the 5<sup>th</sup> day of March 1997  
BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

**THE SCHEDULE**

1. The Shareholder: Mr A. Munks
2. The number of MWL "B" ordinary Shares allotted: 365

SIGNED by a director  
for and on behalf of MWL

)

P. F. S. Khan

SIGNED by the Shareholder

)

*[Handwritten signature]*

KPM



**THIS AGREEMENT** is made the 5<sup>th</sup> day of March 1997  
BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

**THE SCHEDULE**

1. The Shareholder: Mr N.J. Penistan
2. The number of MWL "B" ordinary Shares allotted: 100

SIGNED by a director  
for and on behalf of MWL

} P. F. S. Penistan.

SIGNED by the Shareholder

)

# THIS AGREEMENT

is made the

5<sup>th</sup>

day of March 1997

BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

## THE SCHEDULE

1. The Shareholder: Mr G.J. Pepper
2. The number of MWL "B" ordinary Shares allotted: 100

SIGNED by a director  
for and on behalf of MWL

}

P. F. S. Brown

SIGNED by the Shareholder

)

G. Pepper

KPM

**THIS AGREEMENT** is made the 5<sup>th</sup> day of March 1997  
BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

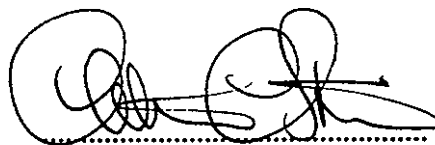
**THE SCHEDULE**

1. The Shareholder: Mr C.C. Straw
2. The number of MWL "B" ordinary Shares allotted: 250

SIGNED by a director  
for and on behalf of MWL

} P. T. S. Straw

SIGNED by the Shareholder

) 

KPM

**THIS AGREEMENT** is made the 5<sup>th</sup> day of March 1997

**BETWEEN**

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

**IT IS AGREED** as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

**THE SCHEDULE**

1. The Shareholder: Mr N.D.S. Brown
2. The number of MWL "B" ordinary Shares allotted: 19,619

SIGNED by a director  
for and on behalf of MWL

)

..... P.T.S. Brown .....

SIGNED by the Shareholder

)

.....  
.....

*Handwritten signature*

# THIS AGREEMENT

is made the

5<sup>th</sup>

day of March 1997

## BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

## IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

## THE SCHEDULE

1. The Shareholder: Mrs G.E.A. Brown
2. The number of MWL "B" ordinary Shares allotted: 1,000

SIGNED by a director  
for and on behalf of MWL

}

P. E. S. Brown

SIGNED by the Shareholder

)

*[Signature]*

KP/16

# THIS AGREEMENT

is made the

5<sup>th</sup>

day of March 1997

BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

## THE SCHEDULE

1. The Shareholder: Mr P.T.S. Brown
2. The number of MWL "B" ordinary Shares allotted: 2024

SIGNED by a director  
for and on behalf of MWL

} ..... P.T.S. Brown

SIGNED by the Shareholder

) .....  
Guaranteed by P.T.S. Brown

KPMG



**THIS AGREEMENT** is made the 5<sup>th</sup> day of March 1997

**BETWEEN**

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

**IT IS AGREED** as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

#### THE SCHEDULE

1. The Shareholder: Mr J.F.S. Brown
2. The number of MWL "B" ordinary Shares allotted: 2024

SIGNED by a director  
for and on behalf of MWL

} ..... P. F. S. Brown

SIGNED by the Shareholder

) Chairman J.F.S. Brown

John

# THIS AGREEMENT

is made the

5<sup>th</sup>

day of March 1997

BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

## THE SCHEDULE

1. The Shareholder: Miss J.C.S. Brown
2. The number of MWL "B" ordinary Shares allotted: 560

SIGNED by a director  
for and on behalf of MWL

} ..... P. F. S. Brown

SIGNED by the Shareholder

) .....  
Guaranteed by J.C.S. Brown

KPMG

**THIS AGREEMENT** is made the 5th day of March 1997

BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5th March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

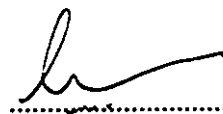
#### THE SCHEDULE

1. The Shareholder: Messrs N.D.S. Brown & P.F.S. Brown (Trustees NDSB Settlements 1-33)
2. The number of MWL "B" ordinary Shares allotted: 6670

SIGNED by a director  
for and on behalf of MWL

} P.F.S. Brown.

SIGNED by the Shareholder

) NDSB 

P.F.S. P.F.S. Brown.



**THIS AGREEMENT** is made the 5<sup>th</sup> day of March 1997

BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

#### THE SCHEDULE

1. The Shareholder: Messrs N.D.S. Brown & P.F.S. Brown (Trustees NDSB A&M Settlement)
2. The number of MWL "B" ordinary Shares allotted: 3335

SIGNED by a director  
for and on behalf of MWL

} ..... P.F.S. Brown

SIGNED by the Shareholder

) NDSB .....  
P.F.S. Brown

REC ..... P.F.S. Brown

KPM

**THIS AGREEMENT** is made the 5th day of March 1997

**BETWEEN**

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5th March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

**IT IS AGREED** as follows:


1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.


**THE SCHEDULE**

1. The Shareholder: Mr P.F.S. Brown
2. The number of MWL "B" ordinary Shares allotted: 13,102

SIGNED by a director  
for and on behalf of MWL

}   
.....

SIGNED by the Shareholder

)   
.....

K/PMU

**THIS AGREEMENT** is made the 5<sup>th</sup> day of March 1997

**BETWEEN**

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

**IT IS AGREED** as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

#### THE SCHEDULE

1. The Shareholder: Mr W.A.P. Brown
2. The number of MWL "B" ordinary Shares allotted: 1700

SIGNED by a director  
for and on behalf of MWL

} ..... P. F. S. Brown

SIGNED by the Shareholder

) ..... WILLIAM BROWN

WMB

**THIS AGREEMENT** is made the 3<sup>rd</sup> day of March 1997

BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.


This Agreement has been signed by the parties on the day stated above.

#### THE SCHEDULE

1. The Shareholder: Miss C.E. Brown
2. The number of MWL "B" ordinary Shares allotted: 1700

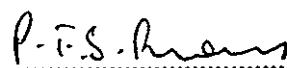
SIGNED by a director  
for and on behalf of MWL

)

  
.....

SIGNED by the Shareholder

)

  
.....  
for C.E. Brown

WMB

**THIS AGREEMENT** is made the 25 day of March 1997

BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 25 March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

#### THE SCHEDULE

1. The Shareholder: Messrs W.R. King, R.C. Maddock & Worthy Trust Co Ltd (Trustees PFSB Settlements 1-18)
2. The number of MWL "B" ordinary Shares allotted: 3670

SIGNED by a director  
for and on behalf of MWL

} P. E. S. Brown

SIGNED by the Shareholder

) W.R. King  
R.C. Maddock  
Worthy Trust Co Ltd  
Trustees PFSB Settlements 1-18

*W.R. King*



# THIS AGREEMENT

is made the

5<sup>th</sup>

day of March 1997

## BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5<sup>th</sup> March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

## IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

## THE SCHEDULE

1. The Shareholder: Mrs M Brown, Mr N.D.S. Brown, Mrs R.S. Middleton & Mr P.F.S. Brown (Trustees DFS Brown Deceased Residuary Will Trust)
2. The number of MWL "B" ordinary Shares allotted: 4752

SIGNED by a director  
for and on behalf of MWL

} P.F.S. Brown

SIGNED by the Shareholder

) Margaret Brown

N.D.S. Brown

R.S. Middleton

P.F.S. Brown

KMB

# THIS AGREEMENT

is made the

5th

day of March 1997

## BETWEEN

- (1) MATERIAL WORKS LIMITED (Co Reg No 3306742) whose registered office is at Brook House 42 Manor Street Ruskington Lincolnshire NG34 9EP ("MWL")
- (2) The Shareholder specified in the Schedule ("the Shareholder")

By a dividend in specie declared by Brook House Agriculture Limited ("BHA") on 5th March 1997, the Shareholder has become entitled to the transfer of 1.524672 ordinary shares of £1 each in the capital of Brown Butlin Group Limited ("the BBGL Shares") for every "B" ordinary share of £1 each held by the Shareholder in the capital of BHA.

## IT IS AGREED as follows:

1. In consideration of the allotment of the number specified in the Schedule of "B" ordinary shares of £1 each in the capital of MWL ("the MWL Shares"), the Shareholder shall procure the transfer of the BBGL Shares to MWL.
2. Completion of the allotment of the MWL Shares and the transfer of the BBGL Shares shall take place at the registered office of MWL within seven days of receipt by MWL of agreements in a similar form to this Agreement from all of the shareholders of BHA, whereupon:-
  - 2.1 MWL shall allot the MWL Shares to the Shareholder and deliver a share certificate for the MWL Shares to the Shareholder; and
  - 2.2 The Shareholder shall procure that BHA transfers the BBGL Shares to MWL.
3. By signing and delivering this Agreement to MWL, the Shareholder authorises any Director of MWL to execute and complete the Agreement conditional only upon receiving agreements in a similar form from all of the existing shareholders of BHA.

This Agreement has been signed by the parties on the day stated above.

## THE SCHEDULE

1. The Shareholder: Mrs M Brown, Mr N.D.S. Brown, Mrs R.S. Middleton & Mr P.F.S. Brown (Trustees DFS Brown Deceased Discretionary Will Trust)
2. The number of MWL "B" ordinary Shares allotted: 4733

SIGNED by a director  
for and on behalf of MWL

} P.F.S. Brown.

SIGNED by the Shareholder

) MC Margaret Brown  
NDSR [Signature]  
RSM [Signature]  
P.F.S. Brown.

KPM