

Company No. 03598085

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DENISON MAYES GROUP LIMITED

(the Company)

(Passed on 15 MAY 2012)

By a written resolution agreed to by or on behalf of the required number of eligible members of the Company, who at the date of circulating the written resolution were entitled to vote on resolutions of the Company, the following resolution of the Company was duly passed as a special resolution

SPECIAL RESOLUTION

THAT the terms proposed to be made between Robert Evison and the Company, for the purchase by the Company out of its distributable profits (defined by section 736 of the Companies Act 2006) of 96,154 ordinary shares of £0.01 each in the capital of the Company registered in the name of Robert Evison (the **Shares**), which are set out in a share purchase agreement, a copy of which has been produced to each of us prior to the signing of this written resolution, be and are approved (and such that, for the avoidance of doubt, each of the undersigned hereby waives any rights of pre-emption which may exist whether pursuant to the articles of association of the Company or otherwise in relation to the proposed acquisition by the Company of the Shares) and the Company be and is authorised to enter into such share purchase agreement



Director, for and on behalf of Denison Mayes Group Limited

Dated 15TH MAY 2012

THURSDAY



A14

A1AKULOH

07/06/2012

COMPANIES HOUSE

#297