

No. 4837228

The Companies Act 2006

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

1 MINUS 1 LIMITED

GRAEME & COMPANY
Company Formation and Information Agents
61 Fairview Avenue
Wigmore, Gillingham
Kent ME8 0QP
01634 232558 sales@graemeandco.co.uk



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23/12/2009
COMPANIES HOUSE

At a

GENERAL MEETING of the above named company held on 17/12/09

the following **RESOLUTION** was passed as a **SPECIAL RESOLUTION**:-

RESOLUTION

That the existing Share Capital of the Company being £1,000 divided into 1,000 Ordinary shares of £1 each be redesignated and described as 900 Ordinary shares of £1 each and 100 "A" Ordinary Non Voting shares of £1 each.

(a) The said "A" Ordinary Non Voting shares shall not entitle the holders to receive notice of or attend or vote at any General Meeting of the Company.

(b) Any dividend payable on either class of share shall be decided by the Company in General Meeting (if and so far as, the profits of the Company justify such payment) and such dividends may vary from time to time and may be payable on one class of share only or on all or either class of shares as may be. The amount of any dividend (if any) payable on such shares is at the discretion of the Company. Any such dividend shall be payable by the Company at any time or times as may be decided by the Company.

(c) The Directors may allot the "A" Ordinary Non Voting shares from time to time to employees of the Company, as they shall think fit.

(d) The holder of an "A" Ordinary Non Voting share shall be entitled to hold and retain the same so long as he remains as employee of the Company; and if by death, resignation, withdrawal, dismissal, or otherwise, he ceases to be an employee of the Company he or his legal personal representatives shall be bound upon the request in writing of the Directors and upon payment of the par value to transfer such share within twenty eight days from the said payment and request to such person as the Directors may nominate.

(e) The "A" Ordinary Non Voting shares shall not, in the event of the winding up of the Company, confer on the holders thereof the right to rank in priority to the holders of the

WEDNESDAY

Ordinary Shares or the right to a participation in the assets of the Company but shall be at par value.

(f) In this Article "employee of the Company" means and includes any Director, Secretary, departmental manager, foreman, clerk, salesman, traveller or workman.

(g) Save as aforesaid, the "A" Ordinary shares shall in all other respects rank pari passu with the Ordinary shares of the Company.

A handwritten signature in black ink, appearing to read 'J. Hill', with a stylized, flowing script.

J. HILL

DIRECTOR