

No. 4837228

The Companies Act 2006

SATURDAY



A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

1 MINUS 1 LIMITED

At a **GENERAL MEETING** of the above named company held on 9th February 2011
the following **RESOLUTION** was passed as a **SPECIAL RESOLUTION** -

RESOLUTION

That the existing share capital of the Company being £100 divided into 100 Ordinary shares of £1 each be redesignated as 50 Ordinary shares of £1 each, 25 "A" Ordinary Non Voting shares of £1 each and 25 "B" Ordinary Non Voting shares of £1 each

(a) Any dividend payable on any class or classes 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 any classes 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.

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

(c) The Directors may allot the "B" Ordinary Non Voting shares from time to time to immediate family members of existing Ordinary shareholders, 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) An holder of a "B" Ordinary Non Voting share being an immediate family member of the existing shareholders shall be entitled to hold and retain the same so long as they remain a

member of the immediate family, and if by death, withdrawal, or otherwise, ceases to be an immediate member the holder or legal personal representative shall be bound upon the request in writing of the Directors and upon payment of the fair value to be fixed by the Auditor for the time being of the Company, such Auditors to act as experts and not as arbitrators in so determining and certifying, and their decision to be final, to transfer such share within twenty eight days from the said payment and request to such person as the Directors may nominate

(f) The "A" Ordinary Non Voting shares and "B" 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 Ordinary Shares or the rights to a participation in the assets of the Company but shall be at par value

(g) In this Article "employee of the Company" means and includes any Director, Secretary, departmental manager, foreman, clerk, salesman, traveller or workman "Immediate family member" means and includes spouse, partner and civil partner

(h) Save as aforesaid, the "A" Ordinary Non Voting shares and "B" Ordinary Non Voting shares shall in all other respects rank pari passu with the Ordinary shares of the Company



J. HILL

DIRECTOR

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