

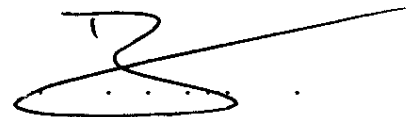
**Company No: 05832836**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**COPY WRITTEN RESOLUTION**  
**of**  
**A&P GROUP LIMITED**  
**("Company")**  
**PASSED ON 20 March 2013**

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on 20 March 2013 as a special resolution:

**SPECIAL RESOLUTION**

**That** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of three guarantees to be entered into by the Company in favour of respectively the trustees of the A&P Falmouth Pension Scheme, the trustees of the A&P Pension Scheme and the trustees of the A&P Ship Repairers Pension Scheme ("**Guarantees**") be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into the Guarantees and that the creation of the Guarantees is hereby constituted one of the main objects of the Company and that the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect to this resolution



[Director][Secretary]

SATURDAY



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30/03/2013

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