

Company number 06037428

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WREKIN GRAIN LIMITED (**Company**)



CIRCULATION DATE *21<sup>st</sup>* April 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 7 below are passed as special resolutions (together **Special Resolutions**)

#### **SPECIAL RESOLUTIONS**

- 1 That 315 A Ordinary shares of £1 00 each in issue forming part of the share capital of the Company and held in the name of Stuart Alexander Dolphin immediately prior to the passing of this resolution be and are hereby converted into 315 Ordinary shares of £1 00 each
- 2 That 310 B Ordinary shares of £1 00 each in issue forming part of the share capital of the Company and held in the name of Rachel Susan Dolphin immediately prior to the passing of this resolution be and are hereby converted into 310 Ordinary shares of £1 00 each
- 3 That 125 C Ordinary shares of £1 00 each in issue forming part of the share capital of the Company and held in the name of Zoe Furniss immediately prior to the passing of this resolution be and are hereby converted into 125 Ordinary shares of £1 00 each
- 4 That 125 D Ordinary shares of £1 00 each in issue forming part of the share capital of the Company and held in the name of Hayley Crawford immediately prior to the passing of this resolution be and are hereby converted into 125 Ordinary shares of £1 00 each
- 5 That 65 E Ordinary shares of £1 00 each in issue forming part of the share capital of the Company and held in the name of John Edmund Franklin immediately prior to the passing of this resolution be and are hereby converted into 65 Ordinary shares of £1 00 each
- 6 The Articles of Association shall be and are hereby amended by the deletion of Article 103A which currently states  
103A The Directors may in their absolute discretion and the members approve payment of differing dividend payments to any class of share in the company (so that for the avoidance of doubt, each class of share shall not rank pari passu with any other class of share in the capital of the company for dividend entitlement purposes)

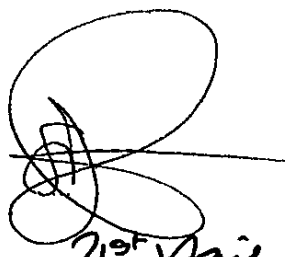
## **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, being persons entitled to vote on the above resolutions on [    ] April 2011, hereby irrevocably agree to the Special Resolutions and to the extent the above resolutions may be deemed to vary any class rights the undersigned hereby irrevocably agree and consent to such variation

Signed by STUART ALEXANDER  
DOLPHIN

Date

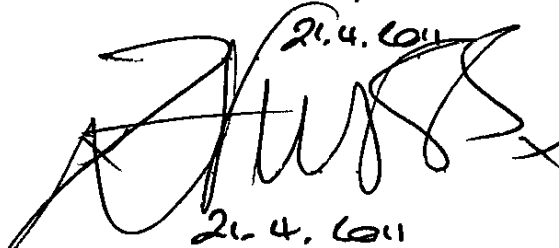


21st April 2011

SIGNED by RACHEL SUSAN  
DOLPHIN

Date

X Rachel Dolphin X



21.4.2011

SIGNED by ZOE FURNISS

Date



21.4.2011

SIGNED by HAYLEY CRAWFORD

Date

Hayley Crawford

21.4.2011

SIGNED by JOHN EDMUND  
FRANKLIN

Date



21.4.2011

## NOTES

- 1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods **By Hand or Post** delivering the signed copy to Stuart Alexander Dolphin, Common Farm, Bolas Heath, Telford, Shropshire, TF6 6PJ

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date



- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.