

**THE COMPANIES ACT**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF**  
**GRAHAM WINTERBOTTOM (HOLDINGS) LIMITED**  
**COMPANY NO. 6924210**

We the undersigned, being all the members of the above-named company at the date hereof entitled to attend and vote at a general meeting of the company **hereby resolve** as follows, such resolution pursuant to Section 288 of the Companies Act 2006 to be as effective as a resolution passed at a general meeting:

**Ordinary Resolution**

1. That pursuant to the provisions of Section 190(1) of the Companies Act 2006, the acquisition by the Company of the ordinary shares of £1.00 each in the issued share capital of Graham Winterbottom Limited set out in column 2 of the table below from those persons set out in column 1 of that table (all of whom are directors or connected persons of Graham Winterbottom (Holdings) Ltd), in consideration of the payment to them of the cash sum and preference share allotment, credited as fully paid, and set out in column 3 be and is hereby approved.

Column 1 Vendor	Column 2 Sale Shares	Column 3 Consideration
D G Winterbottom	248 ordinary shares  250 'A' ordinary shares	- £266,667 cash & 109,091 redeemable £1 pref shares - £250 cash
Mrs M Winterbottom	248 ordinary shares  250 'B' ordinary shares	- £266,667 cash & 109,091 redeemable £1 pref shares - £250 cash
J D E Winterbottom	246 ordinary shares  125 'C' ordinary shares 125 'D' ordinary shares 100 'F' ordinary shares	- 372,728 deferred redeemable £1 pref shares - £125 cash - £125 cash - £100 cash

WEDNESDAY



\*PC3MDBDR\*

PC3

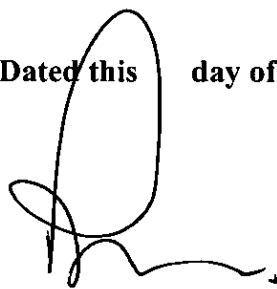
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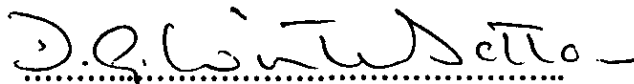
COMPANIES HOUSE

Column 1 Vendor	Column 2 Sale Shares	Column 3 Consideration
D G & Mrs M Winterbottom as Trustees D G Winterbottom Sett'	124 ordinary shares	- £133,333 cash & 54,545 redeemable £1 pref shares
Mrs M & DG Winterbottom as Trustees Mrs MG Winterbottom Sett'	124 ordinary shares	- £133,333 cash & 54,545 redeemable £1 pref shares

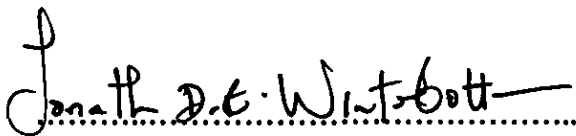
Dated this 1<sup>st</sup> day of July 2009



P A Scates



D G Winterbottom



J D E Winterbottom



Mrs M Winterbottom