

**Graham Winterbottom (Holdings) Limited**

**Company Number 06924210**

**Written Resolution**

We the undersigned members of the above-named company being all the members entitled to vote at a general meeting of the company if there is a proposed reduction in the Redeemable Preference Shares or the Deferred Redeemable Preference Shares hereby resolve as follows, such resolution pursuant to Section 288 of the Companies Act 2006 to be as effective as resolutions passed at a general meeting of the shareholders or an individual class meeting of the Redeemable Preference shareholders or Deferred Redeemable Preference shareholders.

**Special Resolution:**

The share capital of the Company be reduced from £271,720 divided into 100 Ordinary shares of £1 00 each, 126,991 Redeemable Preference shares of £1 00 each and 144629 Deferred Redeemable Preference shares of £1 00 each to £100 divided into 100 Ordinary shares of £1 00 each and that such reduction be effected by redeeming

- 1 126,991 Redeemable Preference shares of £1 00 each numbered 1 through to 126,991, such that the issued Redeemable Preference share capital after cancelation is reduced to nil
- 2 144,629 Deferred Redeemable Preference shares of £1 00 each numbered 1 through to 144,629, such that the Deferred Redeemable Preference share capital after cancelation is reduced to nil

*D G Winterbottom*

**David Graham Winterbottom**

*M Winterbottom*

**Maureen Winterbottom**

*Jonathan D E Winterbottom*

**Jonathan David Edward Winterbottom**

*D G Winterbottom*

**David Graham Winterbottom as**

**Trustee of the Maureen Winterbottom  
No 1 IIP 1997 Settlement**

*M Winterbottom*

**Maureen Winterbottom as**

**Trustee of the D G Winterbottom No 1 IIP 1997 Settlement**

**DATED:** .....20.....1.....2016

FRIDAY



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05/02/2016

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