



A1KCMYUX

A05 26/10/2012 #208

COMPANIES HOUSE

AMATO FOOD PRODUCTS LIMITED**Company No. 7675912****SPECIAL RESOLUTION**

At an Extraordinary General Meeting of the Company
 held at 446 Barlow Moor Road, Chorlton, Manchester M21 0BQ
 on the 12th day of October 2012
 at 2:20 pm
 Present Mr Robert Michael Amato and Dolores Amato

THE FOLLOWING SPECIAL RESOLUTIONS WERE PASSED

The results of survey reports and report of solicitors in relation to Arriva Bus Depot, St Andrews Square, Manchester M1 2MS of the proposed contract for purchase were considered. In addition the security requirements of Santander UK Plc were considered, and the terms of proposed loans by third parties

IT WAS RESOLVED

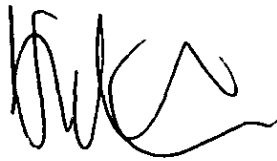
- 1 That the Company do proceed to exchange of Contracts and completion of the purchase at a price of £690,000.00 as soon as possible and that one Director of the Company be authorised to sign the Contract and Transfer on behalf of the Company
- 2 That the terms of the proposed loans by Santander UK Plc and their security requirements namely a term loan facility agreement, fixed interest letter, debenture and legal charge and loan postponement agreement be approved and that one Director of the Company be authorised to sign the same on behalf of the Company
- 3 The terms of Third Party Loans to be provided to the Company by Mr R M Amato, Mrs D Amato and Mrs F Amato be approved as follows
 - 3 1 Mr R M Amato to provide up to £350,000 00 by way of Director's Loan repayable With an interest rate of 5 % above base rate from time to time of Lloyds TSB Bank Plc, or such other reasonable interest rate as he shall determine and is approved by the Board of the Company, repayable at such time as the Board of Directors of the Company consider that the Company can afford to repay the Loan (in whole or part) taking into account the Company's funding requirements
 - 3 2 Mrs D Amato to provide up to £350,000.00 by way of Director's Loan repayable With an interest rate of 5 % above base rate from time to time of Lloyds TSB Bank Plc, or such other reasonable interest rate as she shall determine and is approved by the Board of the Company, repayable at such time as the Board of Directors of the Company consider that the Company can afford to repay the Loan (in whole or part) taking into account the Company's funding requirements.
 - 3 3 Mrs F Amato to provide a loan to the Company of up to £40,000 00.

with an interest rate of 5 % above base rate from time to time of Lloyds TSB Bank Plc or such other reasonable interest rate as she shall determine and is approved by the Board of the Company The loan is to be repaid as and when the Board of Directors of the Company considered that the Company can afford to do so (in whole or part) taking into account its funding requirements

It was noted that Mr R M Amato and Mrs D Amato had a conflict of interest with the Company in relation to consideration of terms of their loans

IT WAS RESOLVED

That the terms of the loan arrangements be approved and that the Directors be authorised to proceed notwithstanding the conflict of interest referred to above



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Chairman