

Certified a true copy
for and on the behalf of
DAVIDSON CHALMERS LLP

COMPANIES ACT 2006

BINDERY MACHINERY SERVICES LIMITED

Registered in Scotland No. SC142723

Circulation Date: 11 February 2015

Adrian
ADRIAN ARABSHAW
SOLICITOR
02/03/2015
GANGBURN

WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY
PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

We, the undersigned, being the members of the above named Company who at the date hereof would be entitled to attend and vote at general meetings of the Company, hereby resolve by way of written resolution that the following resolutions (the "Resolutions") be and are hereby passed as special resolutions:

Share Buyback

IT IS RESOLVED that:

(A) the off-market purchase by the Company out of distributable profits of the Company of 100 fully paid up B Ordinary shares of £1 each in the capital of the Company from Iain Gilchrist, on the terms of and subject to the conditions set out in the Agreement between Iain Gilchrist and the Company dated 8 August 2014 a copy of which is attached to this Resolution (the "Purchase"), be and is hereby approved in terms of Section 694(2) of the Companies Act 2006; and

(B) to the extent that any rights of pre-emption are applicable to the Purchase, whether conferred by the constitution of the Company, by any shareholders agreement made between the shareholders of the Company and the Company or otherwise, such rights of pre-emption are irrevocably waived.

JB

James Brown

Date:

11/2/15

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TUESDAY



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03/03/2015
COMPANIES HOUSE

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