

# DENHOLM OILFIELD SERVICES LIMITED

Company No:  
SC257425

Companies Act 2006

## Written Resolutions of the Members (Proposed by the Directors)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolutions set out below be submitted to the eligible members of the company as written resolutions, and passed as an ordinary resolutions (the "Resolutions").

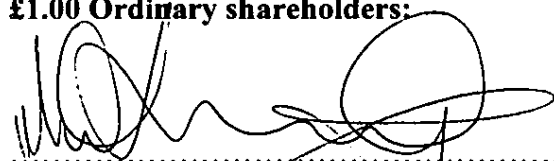
### Resolutions

1. *"That the provision of the company's memorandum of association setting out the share capital of the company, which was in force immediately before 1 October 2009 and which is now deemed to form part of the company's articles of association by virtue of section 28 of the Companies Act 2006, be revoked pursuant to paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860)."*
2. *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."*

We being the eligible members of the Company hereby signify our irrevocable agreement to the Resolutions in accordance with the acceptance procedure set out below.

The Members:

**£1.00 Ordinary shareholders:**



On behalf of J. & J. Denholm Limited

Date of Signature 1/4/11



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## **Written Resolution - Acceptance Procedure**

**Members who agree to the Resolution(s), MUST notify the Company of their approval using one of the methods specified below by 1 May 2011 Failure to do so will render all such approvals invalid.**

To signify consent to the Resolution(s), members should indicate their agreement by signing and dating this document where shown above, and thereafter deliver it to THE COMPANY SECRETARY AT 18 WOODSIDE CRESCENT, GLASGOW, G3 7UL by means of:

- delivering the document by hand;
- sending the document by post; or
- sending an e-mail to [kirstin.stobo@btinternet.com](mailto:kirstin.stobo@btinternet.com) attaching a scanned copy of the signed and dated document.

Members do not need to take any action if they do not agree to the Resolution(s).