

COMPANY NUMBER 06703786

THE COMPANIES ACT 2006
SPECIAL RESOLUTION
OF

P VARLEY LTD

PASSED ON 12 August 2013

AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY
CONVENED AND HELD AT:-
50/52 AIRE STREET
GOOLE
EAST YORKSHIRE
DN14 5QE

THE FOLLOWING RESOLUTION WAS DULY PASSED:-

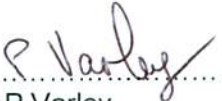
The classes of shares in the company are amended as follows:

'A' Ordinary Shares of 100p each

'B' Ordinary Shares of 1p each

All ordinary 'B' shares have no rights to attend and vote at meetings and or entitlements of
repayment of capital and surplus assets on a winding up.

As regards income, Only the 'A' shares shall rank pari passu with the regard to
entitlement to dividend save that the directors may at any time resolve to declare different dividends on
one or more class of share.


.....
Mr P Varley
Director

RE: 11 MAN
Scheme For
Phil EVERARD

MINUTES OF THE GENERAL MEETING OF

P VARLEY LTD

HELD AT
50/52 AIRE STREET
GOOLE
EAST YORKSHIRE
DN14 5QE

ON 12 AUGUST 2013

Present:

Mr P Varley
Mr A Mickleburgh
Mr S Ferry
Mrs B A Pownall
Mr R A Brasher
Mr A Heavisides
Mr S Cox
Mr P M Roberts
Mr D J Wallington
Mr B S Ellis
Mr D A Deakin

1) The issued share capital of 1 ordinary shares of £1 each are subdivided into 10 'A' ordinary shares of 10p each and 100 'B' ordinary shares of 1p each.

2) At a general meeting held today the following resolution was duly passed:-

The classes of shares in the company are amended as follows:

'A' Ordinary Shares of 10p each

'B' Ordinary Shares of 1p each

All ordinary 'B' shares have no rights to attend and vote at meetings and or entitlements of repayment of capital and surplus assets on a winding up.

As regards income, Only the 'A' shares shall rank pari passu with the regard to entitlement to dividend save that the directors may at any time resolve to declare different dividends on one or more class of share.

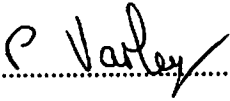
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4) The redesignation of Mr P Varley's 10 ordinary shares of 10p each are to be redesignated 'A' ordinary shares was approved.

5) The following share issues were approved:

Mr P Varley	10 shares redesignated 'A' ordinary shares of 10p each
Mr A Mickleburgh	10 shares redesignated 'B' ordinary shares of 1p each
Mr S Ferry	10 shares redesignated 'B' ordinary shares of 1p each
Mrs B A Pownall	10 shares redesignated 'B' ordinary shares of 1p each
Mr R A Brasher	10 shares redesignated 'B' ordinary shares of 1p each
Mr A Heavisides	10 shares redesignated 'B' ordinary shares of 1p each
Mr S Cox	10 shares redesignated 'B' ordinary shares of 1p each
Mr P M Roberts	10 shares redesignated 'B' ordinary shares of 1p each
Mr D J Wallington	10 shares redesignated 'B' ordinary shares of 1p each
Mr B S Ellis	10 shares redesignated 'B' ordinary shares of 1p each
Mr D A Deakin	10 shares redesignated 'B' ordinary shares of 1p each

6) The appropriate forms will be submitted to the Registrar of Companies.

Signed.....Chairman
Mr P Varley

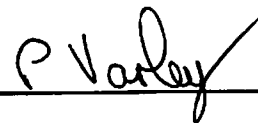
P Varley Ltd
Companies Act 2006 - Registered No. 6703786

This is to Certify that Andrew Heavisides

Residing at 12 Thorburn Street
Fulwell
Sunderland
SR6 8HY
United Kingdom

is the registered proprietor of Shares of £ each in the above-named company,
subject to the Memorandum and Articles of Association of the Company, and that upon each of such
Shares the sum of £ has been paid.

Given under the signature of a company director in accordance with
the provision of the Companies Act 2006, there being no requirement
for a common seal.

Director 

Witness 

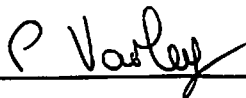
P Varley Ltd
Companies Act 2006 - Registered No. 6703786


This is to Certify that Stephen Cox

**Residing at 11 Eindhoven Close
Carshalton
Surrey
SM5 2FD
United Kingdom**

is the registered proprietor of Shares of £ each in the above-named company,
subject to the Memorandum and Articles of Association of the Company, and that upon each of such
Shares the sum of £ has been paid.

Given under the signature of a company director in accordance with
the provision of the Companies Act 2006, there being no requirement
for a common seal.

Director 

Witness 

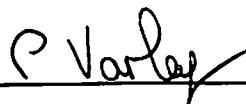
P Varley Ltd
Companies Act 2006 - Registered No. 6703786

This is to Certify that Robin Alan Brasher

Residing at 11 The Green
Chesterton
Cambridge
CB4 1RP
United Kingdom

is the registered proprietor of Shares of £ each in the above-named company,
subject to the Memorandum and Articles of Association of the Company, and that upon each of such
Shares the sum of £ has been paid.

Given under the signature of a company director in accordance with
the provision of the Companies Act 2006, there being no requirement
for a common seal.

Director 

Witness 

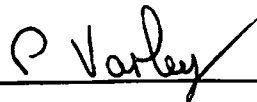
P Varley Ltd
Companies Act 2006 - Registered No. 6703786

This is to Certify that Beverley Ann Pownall

**Residing at 4 Albermarle Road
Lytham
St Annes
Lancashire
FY8 5TJ
United Kingdom**

**is the registered proprietor of Shares of £ each in the above-named company,
subject to the Memorandum and Articles of Association of the Company, and that upon each of such
Shares the sum of £ has been paid.**

**Given under the signature of a company director in accordance with
the provision of the Companies Act 2006, there being no requirement
for a common seal.**

Director 

Witness 

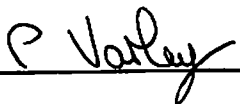
P Varley Ltd
Companies Act 2006 - Registered No. 6703786


This is to Certify that Adrian Mickleburgh

**Residing at 15 Bekynton Avenue
Wells
Somerset
BA5 3NF
United Kingdom**

**is the registered proprietor of Shares of £ each in the above-named company,
subject to the Memorandum and Articles of Association of the Company, and that upon each of such
Shares the sum of £ has been paid.**

**Given under the signature of a company director in accordance with
the provision of the Companies Act 2006, there being no requirement
for a common seal.**

Director 

Witness 

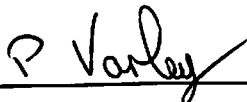
P Varley Ltd
Companies Act 2006 - Registered No. 6703786

This is to Certify that David Alan Deakin

**Residing at 9 Lady Brook
Wilmslow
Cheshire
SK9 2PH
United Kingdom**

**is the registered proprietor of Shares of £ each in the above-named company,
subject to the Memorandum and Articles of Association of the Company, and that upon each of such
Shares the sum of £ has been paid.**

**Given under the signature of a company director in accordance with
the provision of the Companies Act 2006, there being no requirement
for a common seal.**

Director 

Witness 

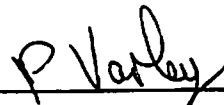
P Varley Ltd
Companies Act 2006 - Registered No. 6703786

This is to Certify that Stephen Ferry

**Residing at 7 The Coppice
Wynard Park
Billingham
Teesside
TS22 5QH
United Kingdom**

**is the registered proprietor of Shares of £ each in the above-named company,
subject to the Memorandum and Articles of Association of the Company, and that upon each of such
Shares the sum of £ has been paid.**

**Given under the signature of a company director in accordance with
the provision of the Companies Act 2006, there being no requirement
for a common seal.**

Director 

Witness 

P Varley Ltd
Companies Act 2006 - Registered No. 6703786

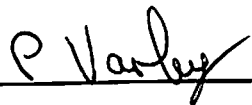
This is to Certify that **Bernard Stephen Ellis**

Residing at 7 Fairway Close,
Churston-Ferrers
Brixham
Torquay
TQ5 0LG
United Kingdom

is the registered proprietor of Shares of £ each in the above-named company,
subject to the Memorandum and Articles of Association of the Company, and that upon each of such

Shares the sum of £ has been paid.

Given under the signature of a company director in accordance with
the provision of the Companies Act 2006, there being no requirement
for a common seal.

Director 

Witness 

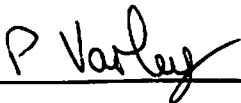
P Varley Ltd
Companies Act 2006 - Registered No. 6703786


This is to Certify that **David John Wallington**

Residing at 76 Kirkwood Close
Medbourne
Milton Keynes
MK5 6FP
United Kingdom

is the registered proprietor of Shares of £ each in the above-named company,
subject to the Memorandum and Articles of Association of the Company, and that upon each of such
Shares the sum of £ has been paid.

Given under the signature of a company director in accordance with
the provision of the Companies Act 2006, there being no requirement
for a common seal.

Director 

Witness 

P Varley Ltd
Companies Act 2006 - Registered No. 6703786

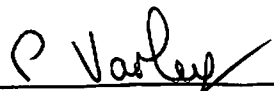
This is to Certify that Peter Mitchell Roberts

**Residing at 3 Aire Close
Cross Hills
Keighley
West Yorkshire
BD20 7RZ
United Kingdom**

is the registered proprietor of Shares of £ each in the above-named company,
subject to the Memorandum and Articles of Association of the Company, and that upon each of such

Shares the sum of £ has been paid.

Given under the signature of a company director in accordance with
the provision of the Companies Act 2006, there being no requirement
for a common seal.

Director 

Witness 