

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN ORDINARY RESOLUTION

OF

DAVID PLUMB & CO. LIMITED

(Company No. 871191) ('Company')

CIRCULATION DATE: 18 FEBRUARY 2016

Pursuant to Chapter 2 of part 13 of the Companies Act 2006, we the undersigned, being all the eligible members of the Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following ordinary resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

ORDINARY RESOLUTIONS

It is resolved that:-

- (a) the terms of an agreement between (1) the Company and (2) (**Seller**) for the purchase by the Company of the capital of the Company (**Sale Shares**) from the Seller, as set out in the draft contract produced to the members of the Company at or before the Circulation Date (**Contract**), be approved and the Company be authorised to enter into the Contract:

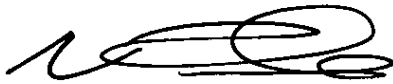
Seller	Sale Shares
Kathryn Early	225 ordinary 'A' shares of £0.01
John Moore	224 ordinary 'C' shares of £0.01
Andrea Moore	1 ordinary 'E' share of £0.01
Edna Plumb	1 ordinary 'F' share of £0.01

- (b) the Sale Shares be cancelled immediately upon completion of such purchase and the amount of the issued share capital (but not the authorised share capital) of the Company be reduced by the nominal amount of the Sale Shares.



AGREEMENT

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolutions:



.....
MR N PLUMB

18/02/16
.....
[DATE]



.....
MRS E J PLUMB

18/2/16
.....
[DATE]



.....
MRS K EARLY

18/2/16
.....
[DATE]



.....
MR J MOORE

18/2/16
.....
[DATE]



.....
MRS A MOORE

18/2/16
.....
[DATE]



.....
MRS E C PLUMB

18/2/16
.....
[DATE]

**MINUTES OF A MEETING OF THE DIRECTORS OF
DAVID PLUMB & CO. LIMITED
HELD ON 18 FEBRUARY 2016**

PRESENT: Mr N Plumb.

CHAIRMAN: *It was resolved* that Mr N Plumb be elected chairman of the meeting.

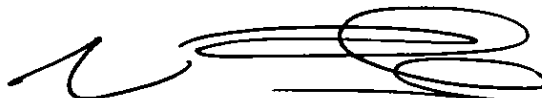
BUY BACK OF SHARE CAPITAL: *It was resolved* to convene an extraordinary general meeting and it was reported that the Company:

- a) proposed to purchase 225 Ordinary A shares from Mrs Kathryn Early for a total of £149,407. This would leave the seller with no shareholding in the Company.
- b) proposed to purchase 224 Ordinary C shares from Mr John Moore for a total of £148,743. This would leave the seller with no shareholding in the Company.
- c) proposed to purchase 1 Ordinary E share from Mrs Andrea Moore for a total of £664. This would leave the seller with no shareholding in the Company.
- d) proposed to purchase 1 Ordinary F share from Mrs Edna Plumb for a total of £664. This would leave the seller with no shareholding in the Company.

RESOLUTIONS: A written resolution (Resolution) setting out the required ordinary resolution to approve the Purchase Contract such resolution to be sent to all eligible members (within the meaning of s289(1) and s695(2) of the 2006 Act) of the Company in accordance with section 291 of the 2006 Act.

The meeting resolved to approve the proposed purchase of the Sale Shares.

CLOSE: There was no further business and the chairman declared the meeting closed.



CHAIRMAN – MR N PLUMB

