

Highworth Trading Limited

(the "Company")

Company No
06648678

Companies Act 2006

Written Resolution 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 resolution set out below be submitted to the eligible members of the Company as a written resolution and passed as a special resolution (the "Resolution").

Special Resolution:

- 1 "That the share premium account of the Company be reduced from £533,550 to nil and the issued capital of the Company be reduced from £580,000 to £113,550 by the cancellation of 932,900 ordinary shares of £0.50 each in the capital of the Company, and crediting the sum of £1,000,000 to the profit and loss account of the Company and repaying the sum of £1,000,000 to the shareholders "

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



Yvonne Youens
Executor

Date of signature. 15/4/16



Malcolm Youens
Executor

Date of signature 15/4/16

WEDNESDAY



A10 20/04/2016 #423
COMPANIES HOUSE

Highworth Trading Limited

(the "Company")

Company No
06648678

The Companies Act 2006

On the 15 April 2016 the following Written Resolutions (such resolutions being passed as Special Resolutions) were approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006

Special Resolution:

- 1 "That the share premium account of the Company be reduced from £533,550 to nil and the issued capital of the Company be reduced from £580,000 to £113,550 by the cancellation of 932,900 ordinary shares of £0.50 each in the capital of the Company, and crediting the sum of £1,000,000 to the profit and loss account of the Company and repaying the sum of £1,000,000 to the shareholders "



Chairman



A10

20/04/2016
COMPANIES HOUSE

Highworth Trading Limited

Minutes of a Meeting of the Directors held at Ergon House, Horseferry Road, London, SW1P
2AL on 14 April 2016

The following officers were present

Pierre Clarke (Chairman)

Colin Corbally

1 There were produced to the Meeting

(a) a solvency statement (the "Solvency Statement") (copy appended) signed by the Directors of the Company;

(b) a written form resolution (the "Written Resolution") (copy appended) to be circulated to the Members, together with the Solvency Statement, for consideration and signature (to the extent required) to pass the Written Resolutions as special resolutions (the "Special Resolutions") for the following purpose

1 "That the share premium account of the Company be reduced from £533,550 to nil and the issued capital of the Company be reduced from £580,000 to £113,550 by the cancellation of 932,900 ordinary shares of £0.50 each in the capital of the Company, and crediting the sum of £1,000,000 to the profit and loss account of the Company and repaying the sum of £1,000,000 to the shareholders "

2 It was noted that for the Solvency Statement to be effective, it needed to be made within 15 days of the Special Resolution being approved, and be made available to the Members in accordance with s642(2) of the Companies Act 2006

3 It was further noted that the Special Resolution would take effect upon the following documents being delivered to, and registered by, the Registrar of Companies

(a) Solvency Statement,

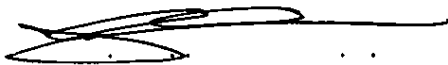
(b) Special Resolution;

- (c) statement of capital (the "Memorandum of Capital") setting out details of the issued share capital as reduced, and
- (d) statement by the Directors confirming that the Solvency Statement was made in accordance with the s642(2) of the Companies Act 2006 (the "Director's Statement")

4 It was resolved that

- (a) the Directors recommend to the Members of the Company that the Written Resolution be approved,
- (b) the Secretary be instructed to deliver a copy of the Written Resolution to the Company's auditors,
- (c) upon the Written Resolutions being signed by the Members, as appropriate, and subject to the Solvency Statement being signed not more than 15 days before the date of the Special Resolutions, the Secretary be instructed to file the following with Companies House:
 - (i) Solvency Statement,
 - (ii) Memorandum of Capital,
 - (iii) Director's Statement, and
 - (iv) Special Resolutions

There being no further business, the Meeting was closed


Chairman

14 / 4 / 16
Date

Highworth Trading Limited

Minutes of a Meeting of the Directors held at Ergon House, Horseferry Road, London SW1P
2AL on 16 April 2016

The following officers were present

Pierre Clarke (Chairman)
Colin Corbally

Reduction of issued share capital

It was RESOLVED that in accordance with the Written Resolution dated 15 April 2016
thereby reducing the issued share capital, that issued shares be cancelled in accordance
with the following

Shareholder	Holding before capital reduction		Shares to be cancelled	Holding after capital reduction	
The late Mrs Barbara Graham	1,160,000	100%	932,900	227,100	100%

There being no further business, the Meeting was closed


Chairman

16 / 4 / 16
Date

