Company no. SC153920

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTIONS

of

GVA JAMES BARR LIMITED

("Company")

Passed on 5/11/2014

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006 ("Act"), the following resolution was duly passed on 5/11/2014 as a special resolution:

SPECIAL RESOLUTION

That the Company reduce its share capital by (i) reducing the Company's share premium account standing in the books of the Company at the date of this resolution by the sum of £13,355; (ii) reducing the Company's capital redemption reserve standing in the books of the Company at the date of this resolution by the sum of £452,687; (iii) reducing the Company's EBT share reserve standing in the books of the Company by £9,060; and (iv) cancelling and extinguishing for no consideration £4,699 issued ordinary shares of £0.25 each registered in the name of the Company's holding company, GVA Grimley Limited.

[Signature]

Director/Secretary

THURSDAY

SCT 06/11/2014 #317

COMPANIES HOUSE