

Written Resolution under Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTION OF

VINTERS ENGINEERING PLC

The following resolutions were passed at a General Meeting of the Shareholders dated 26 November 2012

Special Resolution

That the Company be re-registered as a private limited company under the Companies Act 2006 by the name of VINTERS ENGINEERING LIMITED

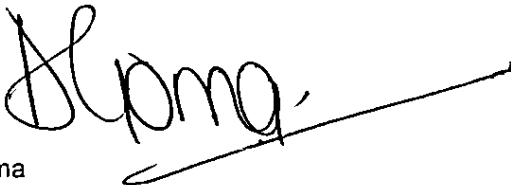
The regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairperson be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

Ordinary Resolution

That

- i in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Saving) Order 2008 (SI 2008/2860), the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006 The authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006
- ii in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3496), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006

Signed
Dell Goma
Company Secretary



26 November 2012

WEDNESDAY



A1N4WATU
A41 05/12/2012 #155
COMPANIES HOUSE
A21 29/11/2012 #404
COMPANIES HOUSE