

Company No 451065

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION**

of

**A H WORTH & COMPANY LIMITED**

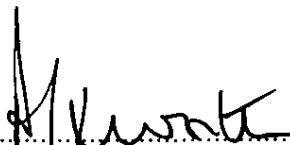
(Passed on 4 December 2009)

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 4 December 2009 the following Resolution was duly passed as a Special Resolution

**SPECIAL RESOLUTION**

1 That:

- (a) the Purchase Contract expressed to be made between AJL: Worth and MJ O'Driscoll in their capacity as trustees of the A H Worth Employee Benefit Trust (1) and the Company (2) and providing for the purchase by the Company of 11,744 B Shares of £1 each of the Company (offered for purchase by the Company in accordance with the procedure in the articles of association of the Company) for an aggregate price of £395,351.88 (a final draft whereof marked "A" is produced to the Meeting and for purposes of identification signed by the Chairman) be and is hereby approved and the Directors be and are hereby authorised to procure the Company to enter into such Purchase Contract; and
- (b) that the payment of the sum of £395,351.88 out of the distributable reserves of the Company (as defined in section 830 Companies Act 2006) in respect of the purchase of such shares under the Purchase Contract be authorised and approved.

  
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Chairman



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