

Company Number: 722485

DECOPAC LIMITED

Attachment to Companies Form 123

1st December 2006

Conditions subject to which new shares are to be issued

The share capital of the Company is increased to £500,000 divided into 98,250 ordinary shares of £1 each ("ordinary shares"), 400,000 preferred shares of £1 each ("preferred shares") and 1,750 preference shares of £1 each ("preference shares") having the following rights and being subject to the following restrictions -

- (i) As regards income -
 - (a) the preferred shares may at the absolute discretion of the directors confer on the holders thereof the right to be paid out of the profits of the Company which the directors shall decide to distribute in each financial year a dividend at the rate of 5% on the capital for the time being paid up, or credited as paid up, such dividend being due on the 30th November in each year
 - (b) the preference shares shall confer on the holders thereof the right to be paid out of the profits of the Company which the directors shall decide to distribute in each financial year a dividend, preferential to any to be paid or declared in respect of ordinary and preferred shares, at the rate of 10% (inclusive of associated tax credit) on the capital for the time being paid up, or credited as paid up, such dividend being due on the 30th June in each year
- (ii) As regards capital, on a return of the assets on liquidation, reduction of capital or otherwise, the surplus assets of the company after payment of its liabilities, shall be applied firstly in paying to the holders of the preferred shares the sum paid up or credited as paid up thereon, secondly in paying to the holders of the preference shares the sum paid up or credited as paid up thereon, and thirdly in distributing the balance between the holders of the ordinary shares in due proportion

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(iii) As regards voting -

(a) the preferred shares in the capital of the Company shall not confer on the holders thereof the right to vote upon any resolution proposed at any General Meeting of the Company and any member present at a General Meeting holding only preferred shares shall not be counted when calculating whether a quorum is present

(b) the holders of the preference shares shall be entitled to one vote for every preference share held Any resolution of the Company increasing the capital of the Company or allotting or authorising directors to allot shares or otherwise diminishing the percentage of the votes capable of being cast in General Meeting on any matter attaching to the holders of the preference shares in issue at the date hereof or a resolution for winding-up the Company shall be deemed a resolution varying and abrogating the class rights attaching to the preference shares
