

Date:

**RESOLUTION for the Trustees of the P Varley Limited Pension Scheme (the
"Scheme")**

Appointment and Removal of the Scheme's Registered Administrator

Under 9.2 of the Scheme Rules, the Trustees may at any time appoint a person or firm as a Scheme Administrator, provided that the person or firm satisfies the criteria in section 270(2) of the Act at all times, and may vary or revoke such appointment.

The Trustees are desirous to appoint a new Scheme Administrator to the Scheme to enable the distribution of pension benefits and to oversee the wind up of the Scheme.

It is resolved that:

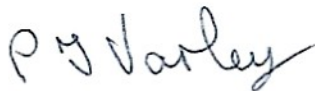
- 1) The Trustees appoint Registered Scheme Administrator Limited (Company No 09508411), whose registered address is at Venture Wales, Pentrebach, Merthyr Tydfil, Wales, CF48 4DR, to act as the Registered Administrator for the Scheme, replacing entirely P Varley Limited (Company No 06703786), effective from the date of this Resolution.
- 2) Registered Scheme Administrator Limited accepts their appointment as the Scheme's Registered Administrator, and is satisfied, and is authorised to declare, that:
 - The Scheme continues to meet all the criteria to remain registered as a pension scheme under Finance Act 2004 and in particular, was established and continues to be run for the purpose of providing benefits in respect of persons listed at section 150 Finance Act 2004.
 - The instruments or agreements by which this pension scheme is constituted do not directly or indirectly entitle any person to unauthorised payments. In addition, the way in which the pension scheme is to be administered will not knowingly entitle any person to unauthorised payments.
 - There are no reasonable grounds for which they would not be deemed a fit and proper person to act as the registered administrator for the Scheme.
 - They understand that as Scheme Administrator they are responsible for discharging the functions conferred or imposed on the Scheme Administrator of the pension scheme by Finance Act 2004, and that they intend to discharge those functions at all times, whether resident in the United Kingdom or another EU member state or non-member EEA state. They understand that they may be liable to a penalty and the pension scheme may be de-registered if they fail properly to discharge those functions. They understand that they may be liable to a penalty and the pension scheme may be de-registered if a false statement is made on this application, or in any information they provide in connection with this application, and that false statements may also lead to prosecution.

- 3) The Scheme Administrator is further authorised to make such necessary declarations and provide ongoing reporting requirements in order to maintain the tax integrity of the Scheme.
- 4) The Trustees authorise the Scheme Administrator to act as a sole signatory, as affixed to this Resolution, to the Bath Building Society scheme account (account number 42974212) in order to expedite the distribution of pension benefits to the members and to request such information from Bath Building Society in connection with this account as may be required by the Scheme Administrator to enable said distribution of pension benefits.
- 5) This Resolution may be signed by the Trustees in any number of counterparts, each of which when signed shall signify acceptance of this Resolution, but all the counterparts shall together constitute one and the same Resolution. Delivery of a signed counterpart of a signature page of this Resolution by email, PDF or facsimile shall be effective as delivery of an original signed counterpart of this Resolution.

Signed as Trustees of the P Varley Limited Pension Scheme:

Patrick Terrance Varley

David Alan Deakin



Peter Mitchell Roberts

David John Wallington

Bernard Stephen Ellis

Beverley Ann Barnes

Signed:

Acting for and on behalf of **Registered Scheme Administrator Limited**

Signature: