

**WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF**

**STORACALL (TELE ACOUSTICS) LIMITED**

Pursuant to the Articles of Association we the undersigned, all the directors for the time being of STORACALL (TELE ACOUSTICS) LIMITED, hereby resolve - .

**DECLARATION  
OF INTEREST**

TO NOTE THAT in accordance with the requirements of sections 177, 182 and 185 of the Companies Act 2006 each director had declared their interest in the business to be transacted

**BUSINESS OF  
THE MEETING**

IT WAS NOTED THAT a Purchase of Own Shares is permissible pursuant to section 690 of the Companies Act 2006, provided that such purchase is financed out of the distributable profits of the Company and the contract to purchase is approved by ordinary resolution

The following document were produced and attached to this Written Resolution

- 1 Draft contract between the Company and RICHARD ALAN PENNEY in respect of the sale to and the purchase by the Company of 4,500 (four thousand five hundred) Ordinary shares of £1 00 each in the capital of the Company for the sum of £51,525 00 to be paid out of the distributable profits of the Company (Contract to Purchase)

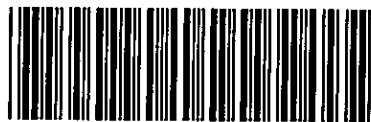
**WRITTEN  
RESOLUTIONS**

THAT the following resolutions be circulated to the members to be passed as separate Written Resolutions

That the Company be and is hereby authorised pursuant to section 690 of the Companies Act 2006 and the Company's Articles of Association to purchase its own shares in accordance with a proposed contract to purchase in the form attached to the resolution and initialled by the signatories for the purpose of identification to be made between

- 1 The Company and RICHARD ALAN PENNEY in respect of the sale to and the purchase by the Company of 4,500 (four thousand five hundred) Ordinary shares of £1 00 each in the capital of the Company for the sum of £51,525 00 to be paid out of the distributable profits of the Company, which contract is hereby approved and that any one director for the time being is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder

MONDAY



\*A4LQG47D\*

A15

07/12/2015

#122

COMPANIES HOUSE

**FILING**

IT WAS RESOLVED THAT subject to Members approval

- (a) arrange for the Written Resolution to be filed at Companies House within 15 days,
- (b) complete Form SH03 (Return of purchase of own shares) and send to HMRC with a cheque for stamp duty,
- (c) complete Form SH06 (Notice of Cancellation of Shares),
- (d) arrange for a copy of each of the Contracts to Purchase to be kept available for inspection at the Company's registered office for ten years from the date of purchase of own shares, and
- (e) File Form SH03 (Return of purchase of own shares) and Form SH06 (Notice of Cancellation of Shares) at Companies House within 28 days of the purchase of own shares

Date

Signed (Directors)

  
ALAN KEARSLEY

  
JOHN ANTHONY GRAHAM LEIGHTON

  
JOHN EDWARD ALEXANDER LEIGHTON

  
GREGOR GEORGE MACKIE

**Company No. 01292129**  
**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

- of -

**STORACALL (TELE ACOUSTICS) LIMITED**

**Pursuant to Section 288 of the Companies Act 2006 ("the Act")**

**Passed on**

*23<sup>RD</sup> NOVEMBER 2015*

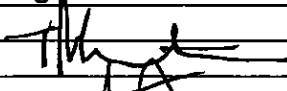
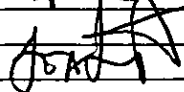
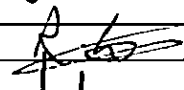
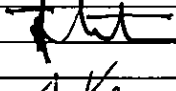
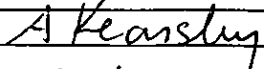
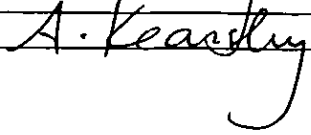
WE, the undersigned Members of the above named Company representing not less than 75% of the total voting rights of the eligible Members of the Company hereby resolve as follows such resolution to take effect as an Ordinary Resolution of the Company pursuant to the Act

**ORDINARY RESOLUTION**

**RESOLUTIONS**

That the Company be and is hereby authorised pursuant to section 690 of the Companies Act 2006 and the Company's Articles of Association to purchase its own shares in accordance with a proposed contract to purchase in the form attached to the resolution and initialled by the signatories for the purpose of identification to be made between the Company and RICHARD ALAN PENNEY in respect of the sale to and the purchase by the Company of 4,500 (four thousand five hundred) Ordinary shares of £1 00 each in the capital of the Company for the sum of £51,525 00 to be paid out of the distributable profits of the Company, which contract is hereby approved and that any one director for the time being is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder

Dated *23.11.15*

Name	No of Shares held	Signature
CEDARTOWN LIMITED	18,500 Ordinary	
J E A LEIGHTON	4,500 Ordinary	
R M LEIGHTON	9,250 Ordinary	
J A G LEIGHTON	9,260 Ordinary	
A KEARSLEY	4,500 Ordinary	
STORACALL LIMITED	19,490 Ordinary	

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**ORDINARY RESOLUTIONS**

**Pursuant to Section 288 of the Companies Act 2006 ("the Act")**

**LIMITED**

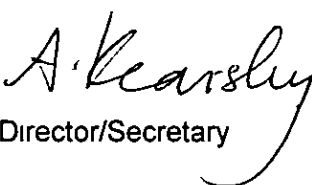
**Passed on STORACALL (TELE ACOUSTICS) LIMITED**

By means of written resolutions dated 23/11/2015, and signed by all the members of the above-named company entitled to attend and vote at general meetings the following ORDINARY RESOLUTIONS were passed

**ORDINARY RESOLUTIONS**

**RESOLUTIONS** 1 That the Company be and is hereby authorised pursuant to section 690 of the Companies Act 2006 and the Company's Articles of Association to purchase its own shares in accordance with a proposed contract to purchase in the form attached to the resolution and initialled by the signatories for the purpose of identification to be made between the Company and RICHARD ALAN PENNEY in respect of the sale to and the purchase by the Company of 4,500 (four thousand five hundred) Ordinary shares of £1 00 each in the capital of the Company for the sum of £51,525 00 to be paid out of the distributable profits of the Company, which contract is hereby approved and that any one director for the time being is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder

Signed

  
Director/Secretary