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09/06/2014

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COMPANIES HOUSE

COMPANIES ACT 2006

SHAREHOLDER'S WRITTEN RESOLUTIONS

OF

**Acal Electronics Holdings Limited**

A company incorporated in England and Wales

(Company Registration Number 1618416)

(the "Company")

Circulation Date 29 May 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being all the members of the above company, for the time being entitled to attend and vote at a General Meeting for this purpose, hereby unanimously pass the following written resolutions, which have been proposed as special resolutions (the "**Resolutions**") and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

**SPECIAL RESOLUTION**

- 1 **THAT** the Articles of Association of the Company be and they are hereby altered by the addition of the following new Article 35 1A

"35 1A Notwithstanding anything contained in these Articles, the directors shall not and the member or members holding a majority in nominal value of the issued shares for the time being shall not, decline to approve or register any transfer of shares, nor may they suspend such registration, where such transfer

- (a) is to any Secured Party, or
- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

For the purposes of this Article "**Secured Party**" means any bank or financial institution (including, without limitation, HSBC Corporate Trustee Company (UK) Limited) to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf "

For ☒ Against ☐

- 2 **THAT** this resolution has effect notwithstanding any provision of the Company's articles of association

For ☒ Against ☐



Signed for and on behalf of  
**Acal Plc**

29 May 2014  
Date

#### Notes

- 1 If you agree with a resolution, please signify your agreement by putting an "x" in the "For" box next to that resolution. If you do not agree with a resolution, please put an "x" in the "Against" box next to that resolution or leave both boxes next to that resolution blank. Once you have made your choices, please sign and date this document where indicated above, and returning it to the Company using one of the following methods:
  - by hand deliver the signed document to Gary Shillinglaw, Acal plc, 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, GU2 7AH, UK
  - by post send the signed document by post to Gary Shillinglaw, Acal plc, 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, GU2 7AH, UK
  - by e-mail attach a scanned copy of the signed document to an e-mail and send it to Gary.Shillinglaw@acalplc.co.uk Please type **"Written resolutions"** in the e-mail subject box
  - by fax fax the signed document to +44 1483 544550, marked for the attention of Gary Shillinglaw
- 2 If any Resolution is not agreed to by the necessary majority, it will lapse at the end of the period of 28 days beginning with the Circulation Date (the **"Lapse Date"**). You will not be taken to have agreed to any of the resolutions until the Company actually receives this signed document from you, so please ensure that we receive it by the end of the Lapse Date
- 3 Once you have signified your agreement to the resolutions, you are not permitted to revoke your agreement
- 4 If you do not agree with the resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply

If you are signing this document on behalf of someone else under a power of attorney or other authority, please enclose a certified copy of the power of attorney or authority when you return it to us