

Company Number 04125743
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

PUMA ENGINEERING & CONSTRUCTION LIMITED (the "Company")

Circulation Date 24 November 2017 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a written resolution (the "**Resolution**").

SPECIAL RESOLUTION

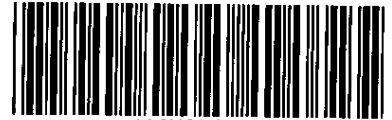
- 1 That the articles of association of the Company be amended by the addition of the following new article:

14 SPECIAL ARTICLE

- 14.1 *Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any Share that has been mortgaged or charged by way of security to a Secured Institution*
- 14.2 *The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:*
- (a) *is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or*
 - (b) *is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*
 - (c) *is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,*

and the directors shall forthwith register any such transfer or shares upon receipt 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 Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid 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 any valuable consideration or otherwise

THURSDAY



A09 *A6KSFQR7* 07/12/2017 #303
COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolutions.

The undersigned, being a person entitled to vote on the Resolution on the Circulation Date, hereby agrees to the Resolution.

Signature: N. Spallone

Print name: Nicola Spallone

Director duly authorised for and on behalf of Calmore Industrial Limited

Date: 24 November 2017.

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods:
 - 1.1 if you received the Resolutions by email by replying to that email and stating in your reply your name and that you agree to the Resolutions; or
 - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
 - 1.2.1 by email: by sending a scanned copy of the original signed and dated Resolutions to Ben.Churchyard@shoosmiths.co.uk; or
 - 1.2.2 by hand: by delivering the signed and dated Resolutions to Shoosmiths LLP, Apex Plaza, Forbury Road, Reading, Berkshire RG1 1SH, marked "For the attention of Ben Churchyard", or
 - 1.2.3 by post: by returning the signed and dated Resolutions by post to Shoosmiths LLP, Apex Plaza, Forbury Road, Reading, Berkshire RG1 1SH marked "For the attention of Ben Churchyard".
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 When agreement has been received from members representing 75% of the total voting rights, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for a resolution to pass, it will lapse.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.