

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
ADWEST ENGINEERING LIMITED**

(Company)

Circulation date: 10 May 2017

Passed on: 10 May 2017

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being the eligible members (as defined by section 289 of the CA 2006) of the Company, signify agreement to and pass the following special resolutions (**Resolutions**) of the Company.

SPECIAL RESOLUTIONS

Secured Institutions

23 Notwithstanding anything contained in these Articles:

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares; and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place, 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, where in any such case the transfer is or is to be:
 - (i) executed by a bank or institution (a **Secured Institution**) to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of a Secured Institution) pursuant to a power of sale under such security;
 - (ii) delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
 - (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution under any such security; or
 - (iv) to any such Secured Institution (or to its nominee) pursuant to any such security.

24 A certificate by any officer of a Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

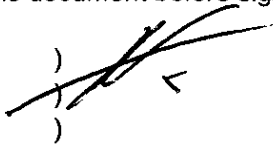


25 Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Institution.

Please read the notes attached to this document before signifying your agreement to the Resolutions.

Signed by
a director for and on behalf of
MAGAL ENGINEERING LIMITED

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EXPLANATORY NOTES

(These explanatory notes do not part of any proposed written resolution)

- 1 This document is proposed by the board of directors of the Company.
- 2 **Eligible members** are the members who are entitled to vote on the resolutions on the Circulation Date.
- 3 You can choose to agree to all the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree with all the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the **Lapse Period**) either by hand or by post to the registered office of the Company.
- 4 If you do not agree with all the Resolutions, you do not need to do anything. Failure to respond will not be treated as agreement to the Resolutions.
- 5 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 6 The Resolutions are passed when the required majority of eligible members have signified their agreement to them. However, none of the Resolutions are passed unless all of them are passed.
- 7 If the Resolutions are not passed before the end of the Lapse Period they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
- 8 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.