

Company No. 04296822

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
ADWEST ENGINEERING LIMITED
(Company)

THURSDAY



Passed on: 1st November 2018

Pursuant to section 288 of the Act, we, the undersigned, being the eligible members (as defined by section 289 of the Act) of the Company, signify agreement to and pass the following resolutions of the Company as special resolutions:

SPECIAL RESOLUTIONS

1. That the articles of the association of the Company be amended by the addition of the following new article 60:

"Shares Mortgaged or Charged by Way of Security

60.1 Notwithstanding anything contained in these Articles, the directors of the Company may not decline to register a transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- a) executed by any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person (Secured Party) by way of the exercise of any power of sale or other enforcement power under any relevant security interest;*
- b) executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest; or*
- c) made to any Secured Party pursuant to any relevant security interest each being a "Secured Party Transfer".*

60.2 Notwithstanding anything contained in these Articles, a holder of shares in the Company shall not:

- a) be 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 shareholders for the time being of the Company before any such Secured Party Transfer may take place; and*
- b) a holder of shares in the Company shall not have any right under the Articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them.*

60.3 Notwithstanding anything contained in these Articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a Secured Party and any lien conferred pursuant to these Articles shall not apply in respect of any such share, dividend or moneys payable."

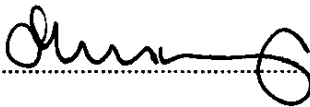
AGREEMENT

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

The undersigned, being the eligible member entitled to vote on the Resolutions on

1st November 2018 (Circulation Date), hereby irrevocably agrees to the Resolutions:

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



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