

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
ABI EQUIPMENT LIMITED

26 November 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**)

SPECIAL RESOLUTIONS

- 1 THAT all the issued Ordinary Shares of £1 each in the Company be reclassified as A Ordinary Shares of £1 each having the rights and restrictions set out in the Articles of Association of the Company as amended pursuant to Resolution 3 below
- 2 THAT the Directors be authorised at any time prior to 31 December 2012 to allot to Mark Lee up to 5,500 B Ordinary Shares of £1 each in the Company such shares having the rights and restrictions set out in the Articles of Association of the Company as amended pursuant to Resolution 3 below
- 3 THAT the Articles of Association of the Company be amended by a new Article 7(A) after the current Article 7 as set out in the Appendix to this Written Resolution

AGREEMENT

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

The undersigned the persons entitled to vote on the Resolutions on ☒ hereby irrevocably agree to the Resolutions

26 November 2012

☒ (Circulation Date),

Signed by Mark Lee



Date

26/11/12

Signed for and on behalf of ABI
Maschinenfabrik &
Ventriebsgesellschaft MBH

Date

26/11/12

SATURDAY



A35 *A1NUJCNL* 15/12/2012 #11
COMPANIES HOUSE

Appendix

- 7(A)(a) The share of the Company comprises A Ordinary Shares of £1 each ("A Shares") and B Ordinary Shares of £1 each ("B Shares") having the rights and restrictions set out in these Articles

Dividends and Distributions

- 7(A)(b) The holders of the A Shares and B Shares shall be entitled to the profits of the Company available for the distribution and resolved to be so distributed as follows -

- i) The holders of the A Shares shall be entitled, in priority to the dividend due in accordance with Article 7(A)(b)(ii), to all profits of the Company which are available for distribution which relate to the period up to and including 31 December 2011 in proportion to the number of such shares held
- ii) The holders of the A Shares and the B Shares shall be entitled to all profits of the Company which are available for distribution which relate to the period after 31 December 2011 in proportion to the number of such shares held
- iii) In order to calculate the amounts due to the holders of the A Shares and/or the B Shares in accordance with this Article the holders of the A Shares and B Shares shall prepare and agree a statement of the accumulated distributable profits for each class of shares within 21 days of the audited or annual accounts of the Company being prepared and finalised. In the event that the holders of the A Shares and B Shares are not able to agree such statement the matter shall be referred, on the application of either the holders of the A Shares or the holders of the B Shares, to an independent chartered accountant to be appointed by agreement between the holders of the A Shares and the holders of the B Shares or, in the absence of agreement, by the President for the time being of the Institute of Chartered Accountants in England and Wales. Such chartered accountant shall act as an expert and not as an arbitrator and his decision shall be binding on the parties and his proper costs and disbursements shall be borne as he shall consider to be fair and reasonable in the circumstances

Return of Capital

- 7(A)(c) On the winding up of the Company or other return of capital by the Company the surplus assets shall be applied to the following purposes and in the following order of priority -

- i) in repayment of capital paid up or credit as paid up on the A Shares and B Shares,

- 11) any surplus assets shall be divided amongst the holders of the A Shares and B Shares in the proportion to the number of such shares held by them respectively

Voting

- 7(A)(d) Each of the holders of the A Shares and B Shares shall be entitled to one vote for each share held by him

Sale

- 7(A)(e) On the sale of all the shares in the Company the consideration shall be divided amongst the holders of the A Shares and B Shares in proportion to the number of such shares held by them respectively

Other

- 7(A)(f) The above provisions are subject to any other agreement between the holders of the A Shares and B Shares
- 7(A)(g) Save as specifically provided above, the A Shares and B Shares shall rank pari passu in all respects