

Company No.6856796

Private Company Limited by Shares

WRITTEN RESOLUTIONS

of Ashton & Bentley Distribution Limited ("Company")

Circulation Date: 16th November 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors of the Company propose that the following resolutions be passed as special resolutions ("Resolutions")

SPECIAL RESOLUTIONS

1. That there be created an additional class of shares in the capital of the Company being 'C' ordinary shares of £1.00 each.
2. That the Articles of Association of the Company be and are hereby amended by deleting Article 3A and inserting in its place the following new Article to be known as Article 3A:-

"3A The Share Capital of the Company at the date of adoption of this Article is divided into 'A' ordinary shares of £1.00 each, 'B' ordinary shares of £1.00 each and 'C' ordinary shares of £1.00 each.

The rights attached to the holders of each class of share in the capital of the Company shall be as follows:-

'A' ordinary shares:

- (i) to be paid dividends (if any) at such rate or rates and at such time or times as may be separately resolved by and within the absolute discretion of the Directors so that the Directors may declare a dividend on any class or classes of shares to the exclusion of the other or others of them and so that in the exercise of such power the directors shall not be obliged to assign any reason for their decision.
- (ii) As to capital on a winding up or sale of the share capital of the Company each A ordinary share shall rank pari passu in all respects with each 'B' ordinary share and each 'C' ordinary share in the capital of the Company.
- (iii) As to voting the holders of the 'A' ordinary shares shall have the right to attend and vote at all general meetings of the Company and in exercising such power shall have one vote for every share held.

'B' ordinary shares:

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- (i) to be paid dividends (if any) at such rate or rates and at such time or times as may be separately resolved by and within the absolute discretion of the Directors so that the Directors may declare a dividend on any class or classes of shares to the exclusion of the other or others of them and so that in the exercise of such power the directors shall not be obliged to assign any reason for their decision.
- (ii) As to capital on a winding up or sale of the share capital of the Company each B ordinary share shall rank pari passu in all respects with each 'A' ordinary share and each 'C' ordinary share in the capital of the Company.
- (iii) As to voting the holders of the 'B' ordinary shares shall have no right to attend or vote at any general meeting of the Company.

'C' ordinary shares:

- (i) to be paid dividends (if any) at such rate or rates and at such time or times as may be separately resolved by and within the absolute discretion of the Directors so that the Directors may declare a dividend on any class or classes of shares to the exclusion of the other or others of them and so that in the exercise of such power the directors shall not be obliged to assign any reason for their decision.
- (ii) As to capital on a winding up or sale of the share capital of the Company each C ordinary share shall rank pari passu in all respects with each 'A' ordinary shares and each 'B' ordinary shares in the capital of the Company.
- (iii) As to voting the holders of the 'C' ordinary shares shall have the right to attend and vote at all general meetings of the Company and in exercising such power shall have one vote for every share held.

Agreement:

Please read the notes at the end of this document before signifying your agreement to the resolutions. The undersigned being a person entitled to vote on the resolutions at the circulation date hereby irrevocably agree to the Resolutions.

Date: 16th November 2017

Signed M. A. Kyriakou

Signed P. L. Kyriakou

Signed P. Kyriakou

Signed A. Kyriakou

NOTES

- 1. If you agree to the resolution please indicate your agreement by signing and dating this document and handing it to a Director of the Company.**
- 2. If you do not agree to the resolution you do not need to do anything.**
- 3. Once you have indicated your agreement to the resolution you may not revoke your agreement.**
- 4. Unless by 28 days following the circulation date sufficient agreement has been received for a resolution to pass it will lapse.**