

Company number: 07599922

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

STR GROUP LIMITED

("the Company")

CIRCULATION DATE: 10 March 2016

DATE PASSED: 10 March 2016

MONDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company, propose that resolution 1 and 4 below are passed as special resolutions ("Special Resolutions") and resolutions 2 and 3 as ordinary resolutions ("Ordinary Resolutions"), and the Special Resolutions and the Ordinary Resolutions are together referred to as "the Resolutions".

Special Resolution

- 1 **THAT** the regulations contained in the document attached hereto and initialled for the purpose of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Ordinary Resolutions

- 2 **THAT** the directors of the Company be and are generally and unconditionally authorised for the purposes of section 618 of the Act or otherwise to sub-divide the Company's issued share capital of 207 ordinary shares of £1.00 each into 20,700 ordinary shares of £0.01 each.
- 3 **THAT** the directors of the Company be and are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot 1726 A shares of £0.01 each ("Shares") having an aggregate nominal value of £17.26 and being subject to the Articles of Association of the Company as amended from time to time, provided that this authority shall expire 5 years from the date of the passing of this resolution, however the Company may before such expiry make an offer or agreement which would or might require the Shares to be allotted after such expiry and the directors may allot the Shares in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution is additional to subsisting authorities, to the extent unused.

Special Resolution



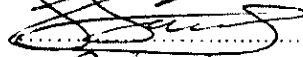

- 4 **THAT** any pre-emption rights contained in the Articles of Association as amended from time to time and for the avoidance of doubt any other rights of pre-emption (statutory or otherwise) or similar rights restricting allotment and issue of shares that might exist from time to time on any account whatsoever shall not apply in respect of the allotment and issue of the Shares to be allotted and issued in accordance with resolution 3 above.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

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

Name	Signature	Date
Richard Crawley		10/3/2017
Clive Hutchings		10/3/17
Stephen Saunders		10/3/17
Brett Stephens		10/3/2017

Notes

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the registered office of the Company.
- 2 If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless by the date 28 days from the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5 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.