

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HEMEL HOLDINGS LIMITED
(the "Company")

SATURDAY



A11 *A4AY3PQR* 04/07/2015 #475
COMPANIES HOUSE

Circulation Date. **22 JUNE** 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that the resolutions below be passed as an ordinary resolution in the case of resolution 1 and as a special resolution in the case of resolution 2 (the "Resolutions")

ORDINARY RESOLUTION

- 1 **THAT**, in accordance with section 551 of the Companies Act 2006 (CA 2006) the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £101 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors section 551 of the CA 2006 (or otherwise) but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 2 **THAT**, subject to the passing of resolution 1 above and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall
- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £101, and
 - (b) expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or

agreement notwithstanding that the power conferred by this resolution has expired

Please read the Notes on the final page of this document before signifying your agreement to the Resolutions.

Pursuant to Chapter 2 of Part 13 of the 2006 Act, we, the undersigned, being all eligible members of the Company entitled to vote on the Resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the Resolutions set out above



Thomas William Good

Date 22 06 15

Notes

- 1 This Written Resolution has been sent to eligible members who would have been entitled to vote on the Resolutions on the Circulation Date. Only such eligible members (or persons duly authorised on their behalf should sign this Written Resolution)
- 2 An eligible member can signify his or its agreement to the Resolutions contained within this Written Resolution by signing the Written Resolution and by either delivering a copy of the signed Written Resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary
- 3 You may not revoke your agreement to the Resolutions once you have signed and returned the Written Resolution to the Company
- 4 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
- 5 The Resolutions are passed when the Company receives the agreement of the required majority of eligible members. The requisite majority for an ordinary resolution is eligible members representing more than 50% of the total voting rights of eligible members and the requisite majority for a special resolution is eligible members representing more than 75% of the total voting rights of eligible members
- 6 The Resolutions must be passed within a period of 28 days beginning with the Circulation Date of this Written Resolution (section 297 Companies Act 2006). If Resolutions are not passed by such date then this Written Resolution will lapse
- 7 Any signed Written Resolution received by the Company after the date falling 28 days after the circulation date stated overleaf will not be counted in determining whether the Resolutions are passed