

Company No. 09686198

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

SHCL (BC) HOLDCO LIMITED

(the "Company")

(Circulated on 31st July 2015 the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution is passed as an ordinary resolution (the "Resolution").

ORDINARY RESOLUTION

THAT the acquisition by the Company of the parts of the business and assets operating the Brand Business division of Belcom Cables Limited (Company Number 03276772) (on the terms set out in the agreement between the Company and Belcom Cables Limited, copies of which have been distributed amongst all those entitled to vote on the Resolution), be duly approved


AGREEMENT

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

The undersigned, being the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.


Signed by **MICHAEL STEVEN HAYTON**

Date


31st July 2015

Signed by **KENNETH EWING**

Date


31st July 2015



NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods.
 - **By Hand** delivering the signed copy to the company secretary at the registered office of the Company.
 - **Post** returning the signed copy by post to the company secretary at the registered office of the Company
- 2 If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement
- 4 Unless, prior to 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 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.