

COMPANY NUMBER 10071438

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

STAR TISSUE HOLDINGS LIMITED (COMPANY)



CIRCULATION DATE: 4 Apr. 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolutions (1) and (2) are passed as ordinary resolutions and resolution (3) is passed as a special resolution (**Resolutions**)

ORDINARY RESOLUTIONS

- (1) THAT the purchase by the Company of 40 A Ordinary shares in Star Tissue UK Limited, company number 05859797 (**Target**) from Abid Saifullah Ditta, being a director of the Company, in consideration for the issue of 39 A Ordinary £1 shares (credited as fully paid) in the Company on the terms set-out in the draft share purchase agreement circulated with this resolution be and is hereby approved
- (2) THAT, in accordance with section 551 of the Companies Act 2006, the director of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,000 provided that this authority shall, unless renewed, carried or revoked by the Company, expire 12 months from 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 and the director may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

SPECIAL RESOLUTION

- (3) THAT, in accordance with article 22 2, the sole shareholder being Abid Ditta, waives all pre-emption rights under articles 22 2 and 22 3 of the articles of association of the Company in relation to the issue and allotment of shares in the Company in accordance with the shareholders agreement circulated with this resolution, for a period of 12 months from the date of this Resolution

AGREEMENT

The undersigned, being the sole person entitled to vote on the Resolutions as indicated below on the circulation date above, hereby irrevocably agrees to the Resolutions



ABID DITTA

Date 4 April 2016

NOTES

1 If you agree with the Resolutions, 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
- **Post** returning the signed copy by post to the Company Secretary at the Registered Office
- **Fax** faxing the signed copy to 0161 832 3304 marked "For the attention of Sonio Singh"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to sonio.singh@dbf-law.co.uk Please enter "Written resolution" in the e-mail subject box

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

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

4 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