

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

of

SCOTCOMMS TECHNOLOGY GROUP LIMITED
("Company")

Company No. SC SC169751

PASSED: 29 June 2015

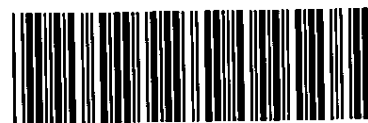
CIRCULATION DATE: 24th June 2015

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a Special Resolution:

SPECIAL RESOLUTION

THAT pursuant to (a) section 239, section 610 and chapter 10 of part 17 of the Companies Act 2006, and (b) the Companies (Reduction of Share Capital) Order 2008, the reduction in the Company's share capital which the Company's directors resolved to implement on 26 August 2014 and which is supported by the attached solvency statement signed by each of the Company's directors, is hereby approved and ratified for all purposes, namely, that with effect from 26 August 2014, the Company's Share Premium Account be reduced by £1,200,000 with the amount of such reduction being taken to the Company's Profit and Loss Account and thereafter being available for distribution to the Company's members as being realised profit to the extent the Company's directors consider such realised profit to be in excess of the Company's requirements. Furthermore, the resolutions of the Company's directors to reduce the Company's share capital as aforesaid and thereafter declare a dividend of £200,000 in aggregate, which resolutions were made on 26 August 2014, are also hereby approved and ratified for all purposes.

WEDNESDAY



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SCT

01/07/2015

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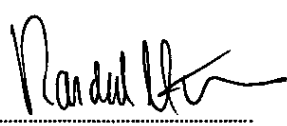
COMPANIES HOUSE

①

55.57%

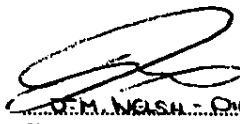
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution. We, the undersigned, being the persons entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Special Resolution.

 Randal McLister Date 24/6/2015	 Ken McRobb Date 24/06/15
 Alasdair MacDonald Date 24/06/2015	Chateau Management Limited Date
 David Robb Date 24/6/2015	Cameron Pirle Date
Michael Woodward Date	Gordon Paton Date
Paul Robertson Date	Andrew Cole-Bulgin Date
Buffers Offshore Date	Nicola Cochrane Date
Anne Hastie Date	 Victor Leitch Date 24/06/15
 Steven Saunders Date 24/06/2015	 Sarah Cooper Date 24/06/15

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..... Randal McLister Date Ken McRobb Date
..... Alasdair MacDonald Date  D.M. WELSH - DIRECTOR 24/6/2015 Chateau Management Limited Date
..... David Robb Date Cameron Pirie Date
..... Michael Woodward Date Gordon Paton Date
..... Paul Robertson Date Andrew Cole-Bulgin Date
..... Buffers Offshore Date Nicola Cochrane Date
..... Anne Hastie Date Victor Leitch Date
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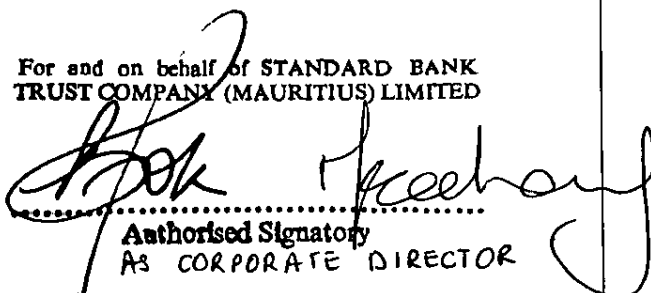
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16.05%

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..... Alasdair MacDonald Date Chateau Management Limited Date
..... David Robb Date Cameron Pirie Date
..... Michael Woodward Date Gordon Paton Date
..... Paul Robertson Date Andrew Cole-Bulgin Date
For and on behalf of STANDARD BANK TRUST COMPANY (MAURITIUS) LIMITED  Authorised Signatory AS CORPORATE DIRECTOR	
..... Buffers Offshore Limited Date 24/06/2015 Nicola Cochrane Date
..... Anne Hastie Date Victor Leitch Date

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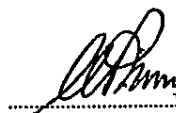
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(5)

3.21%

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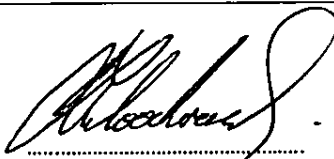
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