

FRIDAY



SCT

14/08/2015

#161

COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RUSSELL HAMILTON BUSINESS SYSTEMS LTD (the "Company")

(Registered Number: SC240855)

WRITTEN RESOLUTIONS

(Passed: 29th April 2015)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following Special Resolutions were passed as Written Resolutions of the Company by eligible members who, at 29th April 2015, would have been entitled to vote on the resolutions:

SPECIAL RESOLUTIONS

1. "THAT pursuant to regulation 96 of Table A of the Companies Act 1985, the provisions of regulations 94 and 95 of Table A, prohibiting Directors from voting on and being counted towards the quorum of a meeting in relation to, any resolution in which they have a material interest which may conflict with the interests of the company, shall be suspended insofar as they may apply to the meeting of the Board of Directors to take place in Cumbernauld on 29th April 2015."
2. "THAT pursuant to the company's Articles of Association it is desirable to capitalise the sum of £9,000 standing at the credit of the company's profit and loss account. The Directors are hereby authorised and directed to appropriate such sum as capital to the 'A' Ordinary Shareholders registered at the close of business on 28th April 2015 and to apply such sum on behalf of such Shareholders in paying up in full 9,000 'B' Ordinary Shares of £1 each of the company on the basis of 0.1764 new 'B' Ordinary Shares for each 1 'A' Ordinary Share held with the fractions being allocated pro rata to the respective shareholdings. Such shares as make up this increase will rank pari passu with the existing 'B' Ordinary Shares of the company".

AGREEMENT


The undersigned, being the only members of the Company entitled to vote on the Resolutions on 29th April 2015, hereby irrevocably agree to the Resolution.



Andrew McAtee

29/4/15

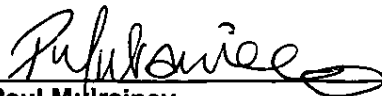
Date



David Irving

29/4/15

Date



Paul Mulrainey

29/4/15

Date