



THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
**RECYCLATECH GROUP LIMITED (the "Company")**  
(Registered in Scotland No. SC319581)

**WRITTEN RESOLUTIONS**

Passed 90.26% ON 24/12/14

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions have been duly passed by the requisite majority of members of the Company entitled to attend and vote at a general meeting of the Company (such resolutions to take effect as ordinary resolutions and a special resolution, as indicated):

**ORDINARY RESOLUTIONS**

1. THAT, in accordance with Section 551 of the Companies Act 2006 (the "Act"), the directors of the Company be and are hereby generally and unconditionally authorised to: (i) issue and allot, or to grant rights to subscribe for or convert any security into up to 300,000 ordinary shares of £0.25 each in the share capital of the Company; and (ii) issue and allot, or to grant rights to subscribe for up to 65,000 ordinary shares of £0.25 each in order to remunerate third party providers for services delivered to the Company, declaring in each case that this authority shall (unless renewed, varied or revoked by the Company) expire five years from the date this resolution is passed provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the directors may allot such shares in pursuance of such offer or agreement as if the power hereby conferred had not expired.
2. THAT, in accordance with Section 551 of the Act, and in addition to any authority conferred by resolution 1 above, the directors of the Company be and are hereby generally and unconditionally authorised to issue and allot up to 111,880 ordinary shares of £0.25 each in the share capital of the Company, provided that such allotment is in satisfaction of the exercise of any share option arrangements or agreements in existence at the date of this resolution or approved by the directors or entered into by the Company subsequent to the date of this resolution as the directors in their discretion shall see fit and the aggregate number of shares to be issued under this authority does not exceed such number as equates to 15% of the fully diluted share capital of the Company at the date of such issue; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire five years from the date this resolution is passed provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the directors may allot such shares in pursuance of such offer or agreement as if the power hereby conferred had not expired.

The authorities at resolutions 1 and 2 above are in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but are 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**

3. THAT, all rights of pre-emption whether in terms of the articles of association of the Company or the Act or otherwise be and are hereby waived in respect of any allotment of shares pursuant to resolutions 1 and 2 above and, subject to the passing of the resolutions 1 and 2 above, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolutions 1 and 2 above as if section 561(1) of the Act did not apply to any such allotment.

Signed *A. Mellay* (Director)  
Name

24/12/2014  
Date