

## PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION

OF

RT MOTION SYSTEMS LTD

(COMPANY)

Circulated on 20<sup>th</sup> September 2017

(Circulation Date)

WEDNESDAY



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A30

27/09/2017

#118

COMPANIES HOUSE

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

## SPECIAL RESOLUTION

THAT the members of the Company do hereby ratify, confirm and approve the capital reduction and the various share issues in the capital of the Company as detailed in paragraphs 1 – 6 below and do hereby authorise the directors to take such steps as may be necessary to effect such Capital Reduction and the Share Issue (both defined below) to the extent they were not completed lawfully at that time:

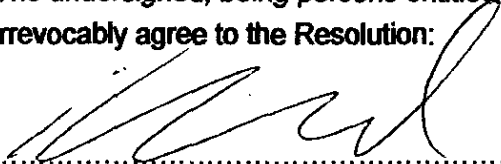
1. Prior to 1 December 2013, the Company's share capital was 2 ordinary shares of £1.00 each, one held by Kris Richard Bird (KB) and the other held by Jamie Glover Mullaney (JM).
2. In November 2013 KB and JM, intended and agreed with Kerry Mullaney (KM) that each of the three of them would hold one third of the entire issued share capital of the Company, whilst keeping the aggregate share capital on or around the same, being £2.00.
3. On 1 December 2013, the directors of the Company, KB and JM, (Directors) purported to reduce the nominal value of each of the original 2 ordinary shares of £1.00 each in the capital of the Company (Original Shares) in issue to £0.016667 each in order to achieve the Directors' intention as highlighted at paragraph 2 above (Capital Reduction).
4. Immediately thereafter, 118 ordinary shares of £0.016667 each in the capital of the Company were allotted and issued fully paid: KM was allotted and issued 40 ordinary shares, KB and JM were allotted and issued 39 respectively as KB and JM already held one ordinary share each (Share Issue).
5. It was further noted that the Directors were also the entire shareholders of the Company on 1 December 2013 and that they unanimously agreed by informal consent to both the Capital Reduction and the Share Issue as noted under the *duomatic principle*. However, it appears that the formal capital reduction procedure, set out in the Act, was not followed in respect of the Capital Reduction and, further, it appears that there was no written authority to authorise the Directors to issue the Allotted Shares in the manner described in paragraph 4 above.
6. Subject to the passing of this Resolution and the Directors complying with the Act, it is confirmed that the share capital of the Company shall be 120 ordinary shares in issue with a total share capital of £2.00, all the shares in issue shall have a nominal value of 0.016667 each, this gives an aggregate nominal value of £2.00004 which rounded to the nearest pence is still £2.

CERTIFIED TRUE COPY  
OF ORIGINAL DOCUMENT

SIGNED ..... A. WARD, SOLICITOR  
DATE 26.10.17 .....  
CONTINUUM  
CORPORATE  
LAWYERS LLP

**Please read the notes at the end of this document before signifying your agreement to the Resolution set out above.**

The undersigned, being persons entitled to vote on the resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

  
.....

**Kris Richard Bird**

20/9/17  
.....

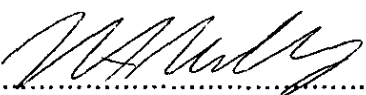
Date

  
.....

**Jamie Glover Mullaney**

20/9/17  
.....

Date

  
.....

**Kerry Anne Mullaney**

20/9/17  
.....

Date

**NOTES:**

1. You may choose to agree to all of the Resolution set out in this document or none of it, but you cannot choose to agree to only some of it. If you agree to all of the Resolution, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
  - **By Hand:** delivering the signed copy to the Company's Registered Office; or
  - **Post:** returning the signed copy by post to Company's Registered Office.
2. If you do not agree to all 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. The Resolution set out above will lapse if the required majority of eligible members have not signified their agreement within 28 days of the Circulation Date. If you agree to the Resolution please ensure that your agreement is given before that 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.