

The Companies Act 1985  
(Company Limited by shares)  
Written Resolution

of

Martech Systems (Weymouth) Limited

In accordance with Section 381A of the Companies Act 1985 the following resolutions were passed as written resolutions of the company.

**Ordinary Resolution**

It was resolved that the undernoted duly stamped transfers of ordinary shares of £1 each in the company be and are hereby approved and registered in the books of the company. It was further resolved that share certificates for the transferees be sealed and signed on behalf of the company in accordance with the Articles of Association of the company and issued in due course.

Transferor: Executor D N Sporle

Transferee: L Short

**Special Resolution**

That the ordinary shares of the company be renamed as "A" ordinary and rank pari passu with the "A" ordinary shares to be issued in the future.

**Ordinary Resolution**

That the nominal share capital of the company be increased by £990,000 to £1,000,000.

**Ordinary Resolution**

That the shares to be issued be as follows:

192,500	"A" Ordinary Shares
200,000	"B" Ordinary Shares
100,000	"C" Ordinary Shares
100,000	"D" Ordinary Shares
200,000	Preference Shares
200,000	Deferred Shares
-----	
992,500	
=====	

The rights attaching to these shares are as follows:



**(A) ORDINARY SHARES**

**(1) Income**

For as long as any preference shares remain in issue no dividend or other distribution should be declared, made or paid in respect of any ordinary shares, if any preference dividend remains unpaid or any preference shares due for redemption remain in issue.

**(2) Capital**

In the winding up or other return of capital of the company the assets available for distribution shall be applied first to any arrears or deficiency of preference dividends due but not paid, secondly the nominal value of any unredeemed preference shares, thirdly in paying all "B" ordinary shareholders an amount equal to 95% of the nominal thereof, all "C" ordinary shareholders an amount equal to 97% of the nominal value thereof and all "D" ordinary shareholders an amount equal to 95% of the nominal value thereof and lastly in paying "A" ordinary shareholders and deferred shareholders a proportion of the balance of such assets equal to their proportionate holding in nominal value of the total "A" ordinary and deferred shares in issue.

**(3) Voting**

Holders of all ordinary shares shall be entitled to receive notice of and to attend at all general meetings of the company and receive all other notices and circulars. Holders of "A" ordinary shares shall be entitled to speak and vote on a show of hands at all general meetings of the company. When voting on a poll holders of "A" ordinary shares shall have one vote for every "A" share of which they are holders. Holders of other ordinary shares shall be entitled to speak but shall not be entitled to vote on a show of hands or on a poll.

**(4) Protection of class rights**

So long as any "B" ordinary shares or "C" ordinary shares or "D" ordinary shares remain in issue, without the consent of the majority by a show of hands of each class of these shareholders the company shall not:

(a) Alter the Memorandum and/or Articles of Association of the company.

(b) Make any return, distribution or payment of a capital nature to shareholders.

(c) Commence any action or pass a resolution to wind up the company.

(d) Capitalise any undistributed profits or any sum standing to the credit of its share premium account.

(e) Any modification, variation or abrogation of the rights attaching to any ordinary shares, preference shares or deferred shares.

**(B) PREFERENCE SHARES**

**(1) Income**

The holders of preference shares shall be entitled to receive, in priority to the rights attaching to any other class of share or the transfer of any amount to reserves a preferential dividend at the preference dividend rate on the issue price of each preference share. Any preference dividend or part thereof not paid as aforesaid shall be carried forward and be payable in priority to any other dividend. The annual rate shall be compounded so that the amount payable in arrears is increased accordingly.

**(2) Capital**

In a winding up or other return of capital, the assets of the company available for distribution amongst members shall be applied, in priority to any payment to the holders of any other class of shares, in paying to the preference shareholders a sum equal to any arrears or deficiency of the preference dividend to be calculated to the date of the return of capital on the basis that the dividend accrues from day to day and an amount equal to the issue price of each preference share held.

**(3) Redemption**

The company shall redeem all preference shares as are outstanding on the agreed date on presentation of the certificate relating thereto to the company's registered office provided that if the company is unable to comply with the aforesaid, the company is to redeem all or part of the preference shares as soon after that date as the company is able to in compliance with the Companies Act. Unless unanimously agreed by the holders of all preference shares a part redemption shall be effected amongst the preference shareholders so as to ensure as nearly as possible an equal proportionate reduction in their respective holdings. As from the redemption date the preference dividend shall cease to accrue except in relation to any preference share in respect of which on due presentation of the certificate payment of the redemption monies is refused. Notwithstanding the foregoing the company has the right to redeem all or any of the preference shares prior to the redemption date on giving the preference shareholders twenty one days notice.

**(4) Voting**

Holders of preference shares shall be entitled to receive notice of, attend and speak at all general meetings of the company and receive all other notices and circulars but shall not be entitled to vote thereat unless any preference dividend or part thereof has not been paid at the commencement of the relevant meeting or the company has failed to make payment of redemption monies on the due date. In such events each holder of preference shares shall be entitled to vote on a show of hands and be entitled to one vote for every share held on a poll.

## **DEFERRED SHARES**

### **(1) Income**

Throughout the first seven accounting periods commencing after the date of issue of the deferred shares no dividend or other distribution shall be declared, made or paid in respect of deferred shares. In the eighth and all subsequent accounting periods the holders of deferred shares will be entitled to dividends and other distributions declared by the company.

### **(2) Capital**

In the winding up or other return of capital of the company the assets available for distribution shall be applied first to any arrears or deficiency of preference dividends due but not paid, secondly the nominal value of any unredeemed preference shares, thirdly in paying all ordinary shareholders an amount in respect of such ordinary shares equal to the nominal value thereof and lastly in paying "A" ordinary shareholders and deferred shareholders a proportion of the balance of such assets equal to their proportionate holding in nominal value of the total "A" ordinary and deferred shares in issue.

### **(3) Voting**

Throughout the first seven accounting periods commencing after the date of issue of the deferred shares, holders of deferred shares shall be entitled to receive notice of, attend and speak at all general meetings of the company and receive all other notices and circulars but shall not be entitled to vote thereat unless the business of the meeting includes a resolution varying or abrogating the rights of the deferred shares. In such event each holder of deferred shares shall be entitled to vote on a show of hands and be entitled to ten votes for every share held on a poll. In the eighth and subsequent accounting periods the holders of deferred shares shall be entitled to vote at all general meetings on a show of hands and be entitled to one vote for every share held on a poll.

### **(4) Conversion**

After seven accounting periods the deferred shares can be converted to fully paid "A" ordinary shares of equivalent nominal value by presentation of the certificate at the company's registered office. The "A" ordinary shares issued on conversion shall rank pari passu with all other "A" ordinary shares in issue.

### **(5) Protection of Class Rights**

So long as any deferred shares remain in issue without the consent of three fourths in nominal value of deferred shares in issue the company shall not:

(a) Alter the Memorandum and/or Articles of Association of the company.

(b) Make any return, distribution or payment of a capital nature to shareholders.

- (c) Commence any action or pass a resolution to wind up the company.
- (d) Capitalise any undistributed profits or any sum standing to the credit of the share premium account.
- (e) Make any change in the accounting reference date without making consequential changes to the rights attaching to deferred shares which are appropriate to avoid prejudicing such rights.

**Ordinary Resolution**

That a bonus issue of "C" Ordinary shares be made to all shareholders registered in the book of members.

We, being all the shareholders of the company for the time being entitled to receive notice of and attend meetings of the company, hereby resolve pursuant to Section 381A of the Companies Act 1985 that the above resolutions be passed as written resolutions.

..... <i>C R Pegrum</i> .....	C R Pegrum	
..... <i>B G Brookes</i> .....	B G Brookes	
..... <i>L. Short.</i> .....	L. Short	9/7/96