

THURSDAY



LD1 *L826UUA1* #108
28/03/2019
COMPANIES HOUSE

15 - Capital Reduction

Company number 02721297

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' WRITTEN RESOLUTION

of

FLEXTRONICS EUROPE LIMITED

(the "Company")

Date: March 28 2019 (the "circulation date")

In accordance with chapter 2 of part 13 of the Companies Act 2006 the directors of the Company propose the following resolution as a special resolution (the "**Resolution**").

THAT the aggregate nominal share capital of the Company be reduced from £50,510,493, divided into 50,510,493 ordinary shares of £1 each, to £1, divided into 1 ordinary share of £1 by cancelling 50,510,492 ordinary shares of £1 each, and the share premium account of the Company be reduced from £34,350,000 to zero, and that the amount of the reduction be credited to the Company's distributable reserves, and that the directors be and are hereby authorised to do all acts and things which they may consider appropriate to implement the foregoing.

Please read the notes below before signifying your agreement to the Resolution.

The undersigned, being the persons entitled to vote on the above Resolution on the circulation date, hereby irrevocably agree to the Resolution.

Signed by Stephanie Shaw

Signature.....

(Print name of signatory)

a director, for and on behalf of **EXPRESS CARGO FORWARDING LIMITED**, acting as duly authorised attorney of **FLEXTRONICS CORPORATION** pursuant to a power of attorney dated March 28 2019

Date: March 28 2019 at 10.10 am

Signed by Stephanie Shaw


Signature.....

(Print name of signatory)

a director, for and on behalf of **EXPRESS CARGO FORWARDING LIMITED**, acting as duly authorised attorney of **FLEXTRONICS AMERICA LLC** pursuant to a power of attorney dated March 28 2019

Date: March 28 2019 at 10.10am

Signed by Stephanie Shaw

Signature.....

(Print name of signatory)

a director, for and on behalf of **EXPRESS CARGO FORWARDING LIMITED**, acting as duly authorised attorney of **FLEXTRONICS GLOBAL SERVICES CANADA INC.** pursuant to a power of attorney dated March 28 2019

Date: March 28 2019 at 10.10 am

Notes

- 1 Please find accompanying this draft Resolution a copy of the solvency statement made by all the directors for the purposes of section 642 Companies Act 2006 and dated *March 28* 2019.
- 2 If you agree to the Resolution, please signify your agreement by signing and dating this document and returning it to the Company Secretary at the address of registered office (together with a copy of any power or authority under which it is signed). If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 For the Resolution to be passed, you must consent to the Resolution being passed during the period of 28 days beginning on the circulation date. However, for the proposed reduction to proceed your agreement must be received within 15 days after the date of the solvency statement (as it is a specific requirement of the Companies Act 2006 that the solvency statement be dated no more than 15 days before the date of the special resolution to approve it).
- 4 Your agreement to the Resolution, once signed and received by the Company, may not be revoked.