

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Of

WICKMAN COVENTRY LIMITED  
(Company)

On **8 MARCH** 2017, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, resolutions 1 to 2 below were duly passed as special resolutions by the members of the Company:

SPECIAL RESOLUTIONS

1. **CAPATILISATION OF RESERVES**

Subject to the passing of resolutions two and three below, THAT the sum of £68,410 being part of the profit and loss account be and is hereby capitalised and appropriated for the purposes of an allotment of shares to IMA SA and the directors of the Company (**Directors**) be generally and unconditionally authorised to apply such sum in paying up the outstanding balance of the 68,410 Ordinary Shares of £1 00 each in the Company to be issued and allotted, so that such shares are allotted and issued as being fully paid up.

2. **AUTHORITY TO ALLOT**

THAT, subject to the passing of resolution three, in accordance with section 551 of the Companies Act 2006 (CA 2006), the Directors be generally and unconditionally authorised to allot 68,410 Ordinary Shares of £1.00 each in the Company or grant rights to subscribe for shares in the Company (**Rights**) up to an aggregate nominal amount of £68,410 having the rights and restrictions set out in the articles of association of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

FRIDAY



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10/03/2017

#3

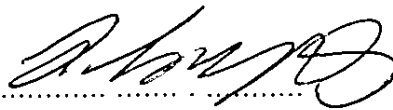
COMPANIES HOUSE

### 3. DISAPPLICATION OF PRE-EMPTION RIGHTS

**THAT**, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £68,410; and
- b. expire 5 years after the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed. ....



Chairman

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**WICKMAN COVENTRY LIMITED**  
(Company)

FRIDAY

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10/03/2017  
COMPANIES HOUSE

#1

Circulated On: **8 MARCH** 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (**Resolutions**).

**SPECIAL RESOLUTIONS**

**1. CAPATILISATION OF RESERVES**

Subject to the passing of resolutions two and three below, THAT the sum of £68,410 being part of the profit and loss account be and is hereby capitalised and appropriated for the purposes of an allotment of shares to IMA SA and the directors of the Company (**Directors**) be generally and unconditionally authorised to apply such sum in paying up the outstanding balance of the 68,410 Ordinary Shares of £1.00 each in the Company to be issued and allotted, so that such shares are allotted and issued as being fully paid up.

**2. AUTHORITY TO ALLOT**

THAT, subject to the passing of resolution three, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the Directors be generally and unconditionally authorised to allot 68,410 Ordinary Shares of £1.00 each in the Company or grant rights to subscribe for shares in the Company (**Rights**) up to an aggregate nominal amount of £68,410 having the rights and restrictions set out in the articles of association of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

### 3. DISAPPLICATION OF PRE-EMPTION RIGHTS

**THAT**, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall.

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £68,410; and
- b. expire 5 years after the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

### AGREEMENT

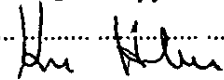
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the above Resolutions on 2016 hereby irrevocably agree to the Resolutions

Signed for and on behalf of  
IMA SA

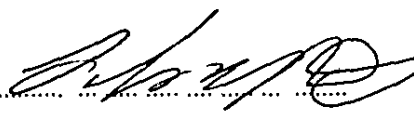
Date

**IMA S.r.l.**  
**Il Legale Rappresentante**

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**8 MARCH 2017**  
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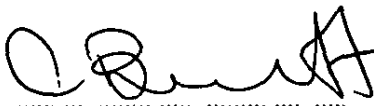
Signed by  
OWEN ANTHONY COYNE

Date

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.....  
**8 MARCH 2017**  
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Signed by  
CHRISTOPHER BARRETT

Date

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**8 MARCH 2017**  
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Signed by  
**OWEN ANTHONY COYNE,**  
a director, for and on behalf of  
**CESO LIMITED**

  
.....  
Director

Date

**8 MARCH 2017**  
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## NOTES

1. If you wish to vote in favour of the Resolutions please sign and date the document where indicated and return it to the Company using one of the following methods:
  - **By Hand:** delivering the signed copy to Mike Linford, The Wilkes Partnership, 41 Church Street, Birmingham, B3 2RT
  - **Post:** returning the signed copy by post to Mike Linford, The Wilkes Partnership, 41 Church Street, Birmingham, B3 2RT
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [mlinford@wilkes.co.uk](mailto:mlinford@wilkes.co.uk). Please enter "Written resolutions" in the e-mail subject box.

If there is no resolution you agree with, you do not need to do anything: you will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Where, by 2017, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the Resolutions, please ensure that your agreement reaches us before or during this date
4. 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.
5. 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