

Number of Company: 03620344

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**SIMCLA LIMITED**  
**(the "Company")**

The following written resolutions were duly passed as ordinary and special resolutions by the members of the Company on 11 October 2012.

**ORDINARY RESOLUTION**

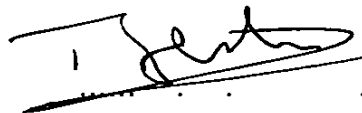
**AUTHORITY TO ALLOT**

- 1 **THAT**, for the purposes of section 551 of the Companies Act 2006, the directors of the company were generally and unconditionally authorised to exercise all the powers of the Company to allot 343,621 ordinary shares of £0.25 each in the Company (the "**Shares**") pursuant to the rights issue of the Company on 6 March 2012 (the "**Rights Issue**"), provided that
- 1.1 the maximum amount of new shares allotted under such authority (within the meaning of such section 551) was £86,000, and
- 1.2 that authority would, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire 5 years from the date of the Rights Issue; and

**SPECIAL RESOLUTIONS**

**DISAPPLICATION OF PRE-EMPTION RIGHTS**

- 2 **THAT**, the Directors were generally and unconditionally empowered pursuant to section 570 of the Companies Act 2006, to allot the Shares as if section 561 of the Companies Act 2006 did not apply to the allotment, such power to expire on the date 5 years from the Rights Issue, and
- 3 **THAT** we hereby ratify the allotment and issue of the Shares by the directors pursuant to the Rights Issue on 6 March 2012



Director/Company Secretary

THURSDAY

