

Company Number: 3638005

WRITTEN RESOLUTION

of

GRAPHIC INLINE LIMITED (the "Company")

29 January 2015

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

SPECIAL RESOLUTION

THAT -

- (a) the capital redemption reserve of £621,429 of the Company be extinguished and the issued share capital of the Company be reduced by £2,597,197 by cancelling 2,597,197 ordinary shares of £1 each so that the Company's nominal share capital following such capital reduction will be £1 comprising one ordinary share of £1 and the reserve arising therefrom be treated as a realised profit available for distribution to members of the Company, and
- (b) accordingly -
 - (i) the Memorandum of Association of the Company be amended so that the existing words at paragraph 5 be treated as deleted and the following wording inserted in their place "*The Company's share capital is £1 comprising one ordinary share of £1*", and
 - (ii) the Articles of Association of the Company be amended so that the existing words at Article 3 be treated as deleted and the following wording inserted in their place "*The Company's share capital is £1 comprising one ordinary share of £1*"

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the date set out at the head of the Resolution, hereby irrevocably agree to the Resolution


for and on behalf of **Hamsard 2822 Limited**

Date *29 January* 2015

WEDNESDAY



A24 *A40IPUWZ* 04/02/2015 #113
COMPANIES HOUSE

NOTES

- 1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (a) By Hand delivering the signed copy to Noel Smith, c/o Graphic Inline Limited, 145-147 Scudamore Road, Leicester LE3 1UQ
 - (b) By Post returning the signed copy by post to Noel Smith, c/o Graphic Inline Limited, 145-147 Scudamore Road, Leicester LE3 1UQ
 - (c) By Email by attaching a scanned copy of the signed document and sending it to Noel Smith@GI-SolutionsGroup.com

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
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by the date falling 28 days from the date of this notice, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches Noel Smith 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