

Company Number: 03667231

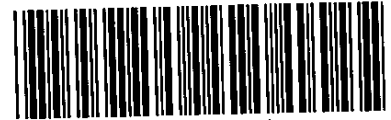
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ALUCRAFT SYSTEMS LIMITED (Company)

THURSDAY



A15 \*A7FUNEJV\* 04/10/2018 #38  
COMPANIES HOUSE

.....<sup>19<sup>th</sup></sup> July..... 2018 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below be passed as a special resolution and that resolutions 2, 3 and 4 below be passed as ordinary resolutions (together the **Resolutions**). For the purpose of the Resolutions, the term **Finance Documents** has the meaning given to it at the board meeting where these resolutions are tabled.

**SPECIAL RESOLUTION**

1. THAT the articles of association of the Company be amended by inserting a new Article 8A as follows:

*“(a) In this Article:*

*(i) a “**Relevant Transfer**” means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power; and*

*(ii) a “**Secured Party**” means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person.*

*(b) The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt.*

*(c) There is no requirement that any shares the subject of a Relevant Transfer should be offered to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise to require any such shares to be transferred to them.*

*(d) The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of any Secured Party.*

*(e) If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies."*

#### **ORDINARY RESOLUTIONS**

2. THAT the terms of, and the transactions contemplated by the Finance Documents be and are hereby approved.
3. THAT the entry into each of the Finance Documents by the Company is hereby authorised.
4. THAT the entry into by the Company of the Finance Documents will promote the success of the Company for the benefit of the members as a whole.

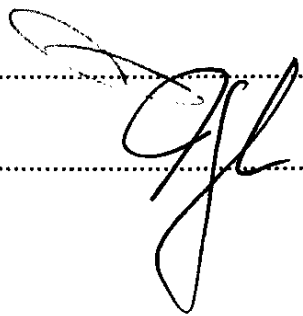
#### **AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by a director for and on behalf of  
**ALUCRAFT GROUP HOLDINGS LIMITED**

Date

  
19/7/2018

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, 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:

**By hand or post:** delivering the signed copy to [ • ]; or

**By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [ • ]. Please enter "[ • ]: Written Resolutions" in the e-mail subject box.

If you do not agree to all of the Resolutions, 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. Unless sufficient agreement has been received within 28 days of the Circulation Date for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us during the specified period. For the avoidance of doubt, the 28 day period includes the Circulation date itself and the 28th day.
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.