

Company Number: 03809900

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**GUIDED ULTRASONICS LIMITED (THE "COMPANY")**

The directors of the Company propose the following resolutions (the "**Resolutions**") to be passed as written resolutions of the Company under Chapter 2 of Part 13 Companies Act 2006. The Resolutions are proposed as ordinary and special resolutions where indicated.


**ORDINARY**

1. THAT the entire issued share capital of 7,250 ordinary shares of £1.00 each be subdivided into 725,000 ordinary shares of £0.01 each.

**SPECIAL RESOLUTION**

2. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
3. THAT the articles of association (attached) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, all the existing articles of association.

By order of the Board



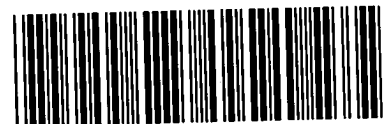
Director

Registered in England and Wales no. 03809900

Registered office: 7 St John Street, Mansfield, Nottinghamshire, NG18 1QH

Email address for responses: david.alleyne@guided-ultrasonics.com

SATURDAY



\*A9GCD0WP\*

A16

24/10/2020

#180

COMPANIES HOUSE

**Circulation Date:** *24<sup>th</sup>* **JULY 2020.** The Resolution will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date.

**AGREEMENT**

We, the undersigned, being the members of the Company who are entitled to vote on the Resolution on the Circulation Date, hereby signify our agreement to the Resolution.

**DENNIS GRIFFITHS**

**DATED**

**PETER CAWLEY**

**DATED**

**MICHAEL LOWE**

**DATED**

**DAVID ALLEYNE**

**DATED**

**BRIAN NICHOLAS PAVLAKOVIC**

**DATED**

**MARCIA RODRIGUES NEVES VOGT**

**DATED**

**YUK-CHUN SHELLI FONG**

**DATED**

**Circulation Date:**

*24<sup>th</sup> July* **2020.** The Resolution will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date.

**AGREEMENT**

We, the undersigned, being the members of the Company who are entitled to vote on the Resolution on the Circulation Date, hereby signify our agreement to the Resolution.

**DENNIS GRIFFITHS**

**DATED**

**PETER CAWLEY**

**DATED**

*Michael J.S. Lowe*  
**MICHAEL LOWE**

*24<sup>th</sup> July 2020*  
**DATED**

**DAVID ALLEYNE**

**DATED**

**BRIAN NICHOLAS PAVLAKOVIC**

**DATED**

**MARCIA RODRIGUES NEVES VOGT**

**DATED**

**YUK-CHUN SHELLI FONG**

**DATED**

**Circulation Date:**

**2020.** The Resolution will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date.

**AGREEMENT**

We, the undersigned, being the members of the Company who are entitled to vote on the Resolution on the Circulation Date, hereby signify our agreement to the Resolution.

DENNIS GRIFFITHS

DATED

  
PETER CAWLEY

26/7/20  
DATED

MICHAEL LOWE

DATED

DAVID ALLEYNE

DATED

BRIAN NICHOLAS PAVLAKOVIC

DATED

MARCIA RODRIGUES NEVES VOGT

DATED

YUK-CHUN SHELLI FONG

DATED

**Circulation Date:** *24 July* **2020.** The Resolution will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date.

**AGREEMENT**

We, the undersigned, being the members of the Company who are entitled to vote on the Resolution on the Circulation Date, hereby signify our agreement to the Resolution.

**DENNIS GRIFFITHS**

**DATED**

**PETER CAWLEY**

**DATED**

**MICHAEL LOWE**

**DATED**

**DAVID ALLEYNE**

**DATED**

  
**BRIAN NICHOLAS PAVLAKOVIC**

*24 July 2020*  
**DATED**

**MARCIA RODRIGUES NEVES VOGT**

**DATED**

**YUK-CHUN SHELLI FONG**

**DATED**

**Circulation Date:** *24 July* **2020.** The Resolution will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date.

**AGREEMENT**

We, the undersigned, being the members of the Company who are entitled to vote on the Resolution on the Circulation Date, hereby signify our agreement to the Resolution.

**DENNIS GRIFFITHS**

**DATED**

**PETER CAWLEY**

**DATED**

**MICHAEL LOWE**

**DATED**

*David Alleyne*  
**DAVID ALLEYNE**

*24<sup>th</sup> July 2020*  
**DATED**

**BRIAN NICHOLAS PAVLAKOVIC**

**DATED**

**MARCIA RODRIGUES NEVES VOGT**

**DATED**

**YUK-CHUN SHELLI FONG**

**DATED**

**JANET ELIZABETH PHILIPP**

**DATED**

**SALLY ANNE VINE**

**DATED**

**PETER PHILIPP**

**DATED**

#### **NOTES**

- 1 You may signify your agreement to the Resolution by sending (or by someone acting on your behalf sending) to the Company a document (in hard copy form or in electronic form) stating your name, referring to the Resolution and indicating your agreement to them. That may include:
  - 1.1 signing a hard copy of this document and sending it by post or delivering it by hand to the Secretary, any director, the Company's solicitors EMW or the registered office;
  - 1.2 signing a hard copy of this document and either scanning it using a commonly-used file format and sending it by email to the email address given above for responses or to a current email address of any of the people listed in 1.1;
  - 1.3 sending an email to any of those addresses stating your name, referring to the Resolution and that you agree to the Resolution.
- 2 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 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.
- 4 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.