

**Company No. 03921687**

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

Pursuant to section 288 of the Companies Act 2006 ("CA 2006") we, the undersigned, being eligible members (as defined by section 289 CA 2006) of the Company for this purpose representing more than 50% of the total voting rights of all such eligible members, signify our agreement to and pass the following written resolution as an ordinary resolution of the Company.

**ORDINARY RESOLUTION**

THAT, the 1 ordinary share of £1 in the issued share capital of the Company be subdivided into 997 ordinary shares of £1/997 each in the capital of the Company and that the Company's articles of association be amended as necessary so that references to shares therein shall be to ordinary shares of £1/997 each.

Signature



Name: Albemarle Three Limited

Date: .....6<sup>th</sup> August 2014.....

THURSDAY



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07/08/2014

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COMPANIES HOUSE

## EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution.)

This document is proposed by the board of directors of the Company.

This document is sent to eligible members on 6<sup>th</sup> August 2014 (the "Circulation Date")

"Eligible members" are the members who are entitled to vote on the resolution on the Circulation Date.

- 1 If you wish to signify agreement to this document, please follow the procedure below:
  - (a) you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
  - (c) please return the document to Abrahams Dresden, on behalf of the Company at 2nd Floor 111 Charterhouse St, London EC1M 6AW marked "for the attention of Daniel Wicksteed" or hand it to any director in person, OR
  - (d) by faxing this document to 020 7251 3773 marked "for the attention of Daniel Wicksteed", OR
  - (e) by scanning this document, attaching it to an email and sending it to Abrahams Dresden LLP, on behalf of the Company at [daniel.wicksteed@ad-solicitors.co.uk](mailto:daniel.wicksteed@ad-solicitors.co.uk)
- 2 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
- 3 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse
- 4 Unless by that deadline this document has been received duly signed from at least the relevant threshold of eligible members, the proposed written resolutions will lapse. The relevant threshold to pass an ordinary resolution is members holding over half the total votes in the Company. The relevant threshold to pass a special resolution is members holding at least three quarters of the total votes in the Company
- 5 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient