

Company Number 04273368

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ASCOM UK GROUP LIMITED (the "Company")

Circulation Date

25/5/

2016 ("Circulation Date")

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

SPECIAL RESOLUTION

- 1 That the share capital of the Company be reduced from £600,000 to £2 by cancelling and extinguishing 599,998 ordinary shares of £1.00 each registered in the name of Ascom Holding AG

AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolution on the Circulation Date, hereby agrees to the Resolution.

Signature

...*J. Bishop*...

...*B. Wilson*...

Print name

...J. BISHOP... BISHOP

...BLANKA WILSON

Director duly authorised for and on

behalf of ASCOM HOLDING AG

Date

...25/5/2016...

TUESDAY



A05

A58MUIOR

07/06/2016

COMPANIES HOUSE

#12

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by one of the following methods:
 - 1.1 by signing and dating this document where indicated above and returning it to the Company either
 - 1.1.1 by e-mail by sending a scanned copy of the signed and dated Resolution to raashi.jain@shoosmiths.co.uk, or
 - 1.1.2 by hand, by delivering the signed and dated Resolution to 2 Colmore Square, 38 Colmore Circus Queensway, Birmingham, B4 6BJ, marked "For the attention of Raashi Jain"; or
 - 1.1.3 by post: by returning the signed and dated Resolution by post to 2 Colmore Square, 38 Colmore Circus Queensway, Birmingham, B4 6BJ, marked "For the attention of Raashi Jain";
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 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
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 When agreement to the Resolution has been received from members representing more than 75% of the total voting rights, it will be deemed passed Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse
- 6 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