

NOTICE OF WRITTEN RESOLUTION

Company number **04296958**


THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
ANDROMEDA TELEMATICS HOLDINGS LIMITED (the "Company")

On 31 December 2016 the following resolution was duly passed as a written resolution of the Company having effect as a special resolution ("**Special Resolution**") in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the relevant majority of the eligible members of the Company who, at the date of circulation of the resolution, were entitled to vote on the resolution -

SPECIAL RESOLUTION-CAPITAL REDUCTION

- 1 THAT PURSUANT TO Section 641(1)(a) of the Companies Act 2006, the issued share capital of the Company be reduced from £13590 06 to £1 by
 - 1) reducing the Company's issued share capital by reducing the nominal value of each of deferred shares from £1 to £0 04,
 - 2) reducing the Company's issued share capital by reducing the nominal value of each of ordinary class B shares from £0 01 to £0 0000025,
 - 3) reducing the Company's issued share capital by reducing the nominal value of each of ordinary class A shares from £0 01 to £0 0000004,
 - 4) cancelling the Company's share premium account and capital redemption reserve,
 - 5) crediting the amount by which the share capital is reduced to be distributable reserve of the Company



Director/Secretary

THURSDAY



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SPE 12/01/2017 #187
COMPANIES HOUSE

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ANDROMEDA TELEMATICS HOLDINGS LIMITED (the "Company")

31 December, 2016

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

SPECIAL RESOLUTION-CAPITAL REDUCTION

- 1 THAT PURSUANT TO Section 641(1)(a) of the Companies Act 2006, the issued share capital of the Company be reduced from £13590 06 to £1 by
 - 1) reducing the Company's issued share capital by reducing the nominal value of each of deferred shares from £1 to £0 04,
 - 2) reducing the Company's issued share capital by reducing the nominal value of each of ordinary class B shares from £0 01 to £0 0000025,
 - 3) reducing the Company's issued share capital by reducing the nominal value of each of ordinary class A shares from £0 01 to £0 0000004,
 - 4) cancelling the Company's share premium account and capital redemption reserve,
 - 5) crediting the amount by which the share capital is reduced to be distributable reserve of the Company

AGREEMENT

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

We, the undersigned, were at the time of circulation of the Resolution, entitled to vote on, and hereby irrevocably agree to, the Resolution


For and on behalf of
Schneider Electric (UK) Limited

31 December 2016
Dated

NOTES

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. 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.

You must indicate your agreement to the Resolution within the period of 15 days from the date of the Solvency Statement accompanying the Resolution (irrespective of the lapse date referred to in note 4).

Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse.