

Registered number: 04325633

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15/03/2013

#106

COMPANIES HOUSE

**THE COMPANIES ACTS 1985 to 1989**

**and**

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**  
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**WRITTEN RESOLUTIONS**

**of**

**INSTRUMENTEL LIMITED (the "Company")**

**Circulated on 21<sup>st</sup> December 2012**

Below is a copy of three resolutions of the Company ("**Resolutions**") The Resolutions were duly passed as special resolutions by way of written resolution on 10<sup>th</sup> January 2013 pursuant to Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTIONS**

- 1 That article 3 1 of the Company's articles of association be deleted in its entirety and the following substituted therefor

"That the Directors are generally and unconditionally authorised for the purposes of section 551 of the 2006 Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to £9,244 60 comprising 92,446 Ordinary Shares of 10 pence each at any time or times during the five year period from the date of adoption of these articles (as amended to include this Article) and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period The authority hereby given may at any time, subject to section 551, be renewed, revoked or varied by Ordinary Resolution of the Company in general meeting"

- 2 That in accordance with section 570 of the 2006 Act and pursuant to the authority given by article 3 1 of the Company's articles of association as amended by resolution 1 above, the Directors are generally empowered to allot equity securities (as defined by section 560 of the 2006 Act) as if section 561 of the 2006 Act did not apply to any such allotment
- 3 That the definition of "Share Option Schemes" in the Company's articles of association be amended by deleting the number "4,200" and substituting therefor the number "23,450"

Director

N. Loxley

Date

1/3/13

Print Name

NEIL LOXLEY