

Company No 04420080

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ACRES ENGINEERING LIMITED

Circulated on 17th December 2013 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that

- Resolution 2 is passed as an ordinary resolution (the "**Ordinary Resolution**"), and
- Resolution 1 is passed as a special resolution (the "**Special Resolution**"),

the Ordinary Resolution and the Special Resolution together being hereinafter referred to as the "**Resolutions**"

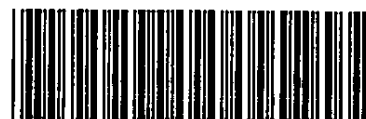
THE RESOLUTIONS

- 1 That the 100 A Ordinary Shares, 100 B Ordinary Shares and 20 C Ordinary Shares (all of £1 each) of the current issued share capital of the Company be re-designated as Ordinary Shares of £1 each in the capital of the Company and that the rights and restrictions attaching to them shall remain the same as previously applying to them so that they shall (as prior to any re-designation) carry the same rights and restrictions and rank pari passu with the existing 2,000 Ordinary Shares of £1
- 2 THAT, the Company will have a share capital consisting of 2,220 Ordinary Shares

A copy of these Resolutions has been forwarded to the Company's accountants

AGREEMENT

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



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COMPANIES HOUSE

The undersigned, being all the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed by
ANDREW DAVID ORME
as the holder of 1,000 Ordinary Shares



17.12.13

Date

Signed by
ANTHONY RAYMOND PARKER
as the holder of 1,000 Ordinary Shares



17.12.13

Date

Signed by
LUKE PARKER
as the holder of 100 A Ordinary Shares



17.12.13

Date

Signed by
TRACEY DANIELS
as the holder of 100 B Ordinary Shares



17.12.13

Date

Signed by
JULIA ORME
as the holder of 10 C Ordinary Shares



17.12.13

Date

Signed by
LINDA MARGARET PARKER
as the holder of 10 C Ordinary Shares



17.12.13

Date

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Anthony Raymond Parker, Company Secretary at the Company's registered office at Unit A Castle Lane, Melbourne, Derby, DE73 8JB

You may not return the Resolutions to the Company by any other method

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, before the end of the period of **28 days beginning with the Circulation Date**, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period
- 4 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
- 5 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