

AMENDED AND CORRECTED

Company number 04856217

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SKYRON LIMITED (Company)

26 November 2012



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

- resolutions 1, 2 and 3 below are passed as ordinary resolutions (**Ordinary Resolutions**) and 4 and 5 as special resolutions (**Special Resolutions**.)

ORDINARY RESOLUTIONS

1 ALLOTMENT OF NEW SHARES

1.1 Authority to allot

THAT, in accordance with section 551 of the Companies Act 2006 (**2006 Act**), the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2015 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with section 569 of the Companies Act 2006 (**2006 Act**), the directors of the Company be 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 provided that the authority granted by this resolution shall cease to have effect where:

2.1 this power is revoked, or

2.2 the Company ceases to be a private company limited by shares

3. REMOVAL OF RESTRICTION ON AUTHORISED SHARE CAPITAL


THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in clause 7 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted

SPECIAL RESOLUTION

4. RE-CLASSIFICATION OF SHARES

4.1 THAT subject to the passing of 5 below:

- (a) each of the 25,000 issued ordinary shares of 1p issued to Yannis Marcou in the capital of the Company be and are hereby redesignated as an A share of 1p each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 5.
- (b) each of the 25,000 ordinary shares of 1p in the capital of the Company issued to Sarah Marcou, in the capital of the Company be and are hereby redesignated as an A share of 1p each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 5,
- (c) ~~each of the 10,000 ordinary shares of 1p in the capital of the Company issued to Hunt Consulting, in the capital of the Company be and are hereby redesignated as a B share of 1p each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 5:~~
and
- (d) each of the 40,000 ordinary shares of 1p in the capital of the Company issued to Gareth Phillips, in the capital of the Company be and are hereby redesignated as a C share of 1p each in the capital of


Consultants Ltd

the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 5.

5. ADOPTION OF ARTICLES OF ASSOCIATION

- 5.1 THAT the draft regulations attached to this resolution be adopted as the articles of association of the company in substitution for, and to the exclusion of, the existing articles of association

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on 14 November 2012, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolutions

Signed by
Date

Marlon Bell
8/5/2014

Signed by
Date

M. A. L.
8/5/2014

Signed by
Date

Alan
8/5/2014

GP



NOTES

1 You can choose to agree to all of the Ordinary Resolution and Special Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand**, delivering the signed copy to The Chairman

If you do not agree to all of 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, by 30 November 2012 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 or during this date

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.