

Company number 06550506

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

**WGB SIGNALLING LIMITED (Company)**



Circulation date 28 March 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions.

#### **ORDINARY RESOLUTIONS**

1. THAT 60 of the 100 issued Ordinary shares of £1 in the capital of the Company be and hereby is redesignated as 60 'A' Ordinary shares of £1 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 3.

2. THAT 40 of the 100 issued Ordinary shares of £1 in the capital of the Company be and hereby is redesignated as 40 'B' Ordinary shares of £1 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 3.

#### **SPECIAL RESOLUTION**

3. THAT the articles of association of the Company shall be altered as per the provisions set out below :

The Articles of Association shall be altered by the insertion of the following new Articles :-

10.(a) The Share Capital of the Company at the time of the adoption of this Article is £100, divided into 60 'A' Ordinary shares of £1 each, and 40 'B' Ordinary shares of £1 each. The rights and privileges of each class of share are as set out below:-

(i) Each 'A' Ordinary share:

(1) is entitled to one vote in any circumstances

(2) is entitled pari passu with every other 'A' Ordinary share to participate in any dividend declared in respect of the 'A' Ordinary shares.

(3) is entitled pari passu with every other 'A' Ordinary share to participate in any capital distribution arising from a winding up of the Company.

(ii) Each 'B' Ordinary share:

(1) is entitled to one vote in any circumstances

(2) is entitled pari passu with every other 'B' Ordinary share to participate in any dividend declared in respect of the 'B' Ordinary shares.

(3) is entitled pari passu with every other 'B' Ordinary share to participate in any capital distribution arising from a winding up of the Company.

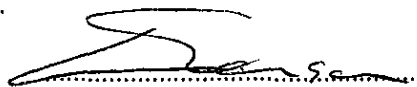
(b) where the Company has more than one class of shares, each class of share will rank pari passu and have the same rights and restrictions as each other save that each class of share shall be entitled to an individual dividend at such rates and at such times as decided from time to time by the directors in their absolute discretion. Where a dividend is paid to the holders of one class of share, there shall be no obligation on the company or the directors to pay a dividend to any other class or at the same rate.

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out in it (**Resolutions**).

The undersigned, being a person entitled to vote on the Resolutions on 28 March 2019, hereby irrevocably agrees to the Resolutions.

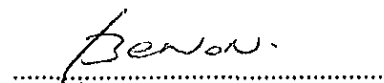
Signed by WILLIAM BENSON



Date

29/3/19

Signed by LISA BENSON



Date

29/3/19

## NOTES

1. You can choose to agree to all of the Resolutions 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 to the Company using one of the following methods:

- **By hand:** delivering the signed copy to WGB Signalling Limited, Rievaulx House, 1 St Marys Court, Blossom Street, York, North Yorkshire YO24 1AH
- **Post:** returning the signed copy by post to WGB Signalling Limited, Rievaulx House, 1 St Marys Court, Blossom Street, York, North Yorkshire YO24 1AH

You may not indicate your agreement to the Resolutions by any other method.

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 27 April 2019, 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.

**THE COMPANIES ACTS 1985 AND 1989  
AND  
THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**WGB SIGNALLING LIMITED**

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**PRELIMINARY**

- 1.(a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000 and The Companies (Tables A to F) (Amendment) Regulations 2007 and The Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment or any statutory re-enactment thereof and any provisions of the Companies Act 2006 for the time being in force.
2. Regulations 60, 61, 64, 81(e), 89, 94, 95, 96, 97 and 98 of Table A shall not apply to the Company.

**GENERAL MEETINGS**

3. In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company. Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company.
4. One member may constitute a quorum where the Company is a single member company.

**AUDITORS**

5. The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

**SHARE CAPITAL**

6. The Company is a private company limited by shares, within the meaning of the Act.
7. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original share in the capital of the company to such persons at such time and on such conditions as they think fit, subject to the provisions of Articles 8 and 9 hereof and provided that no share shall be issued at a discount.
8. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer

shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article.

9. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice. Where the Company has no auditor an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price.
- 10.(a) The Share Capital of the Company at the time of the adoption of this Article is £100, divided into 60 'A' Ordinary shares of £1 each, and 40 'B' Ordinary shares of £1 each. The rights and privileges of each class of share are as set out below:-
  - (i) Each 'A' Ordinary share:
    - (1) is entitled to one vote in any circumstances
    - (2) is entitled pari passu with every other 'A' Ordinary share to participate in any dividend declared in respect of the 'A' Ordinary shares.
    - (3) is entitled pari passu with every other 'A' Ordinary share to participate in any capital distribution arising from a winding up of the Company.
  - (ii) Each 'B' Ordinary share:
    - (1) is entitled to one vote in any circumstances
    - (2) is entitled pari passu with every other 'B' Ordinary share to participate in any dividend declared in respect of the 'B' Ordinary shares.
    - (3) is entitled pari passu with every other 'B' Ordinary share to participate in any capital distribution arising from a winding up of the Company.
- (b) where the Company has more than one class of shares, each class of share will rank pari passu and have the same rights and restrictions as each other save that each class of share shall be entitled to an individual dividend at such rates and at such times as decided from time to time by the directors in their absolute discretion. Where a dividend is paid to the holders of one class of share, there shall be no obligation on the company or the directors to pay a dividend to any other class or at the same rate.

#### **APPOINTMENT OF DIRECTORS**

11. The first director or directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to section 10 of the Act.
12. Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one.

13. A person may be appointed a director of the Company notwithstanding that he has attained the age of seventy years and no directors shall be liable to vacate the office by reason only of his having attained that age or any other age.

#### **PROCEEDINGS OF DIRECTORS**

14. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
15. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed, shall be two, except when one director is in office. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.
16. The directors may exercise all of the powers mentioned in the Memorandum of Association part 13.

#### **SECRETARY**

17. The first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to Section 10 of the Act.

#### **SEAL**

18. In accordance with the provisions of the Act the Company need not have a seal. If it does have a seal Regulation 101 of Table A shall apply.

WILLIAM BENSON  
30 FURLONG ROAD, STAMFORD BRIDGE, YORK YO41 1PX

Dated: 29 March 2019