

Company number 06550506

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WGB SIGNALLING LIMITED (Company)

THURSDAY



A19 *A82P0E6X* 04/04/2019 #356
COMPANIES HOUSE

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.

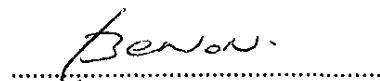
Signed by WILLIAM BENSON



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.