

THE COMPANIES ACT 2006
WRITTEN SPECIAL RESOLUTION
of
STONEGATE PRECISION TOOLING LIMITED
Company No. 07876144 (Company)

FRIDAY



A17 *A759KIG8* #302
04/05/2018
COMPANIES HOUSE

(Passed 5th April 2018)

Circulation Date: 5th April 2018

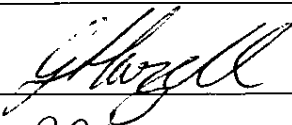



The directors of the Company propose that the following resolutions are passed as special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (**Special Resolutions**):

1. THAT the share capital of the Company be increased to £1,004 by the creation of 1 W1 share of £1, 1 W2 share of £1, 1 W3 share of £1 and 1 W4 share of £1 in the capital of the Company.
2. THAT, in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £4 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2018. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.
3. THAT, subject to the passing of the above resolution and in accordance with section 570 of the 2006 Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by the above resolution, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £4; and
 - (b) expire on 31 December 2018 (unless renewed, varied or revoked by the Company prior to or on that date).

AGREEMENT

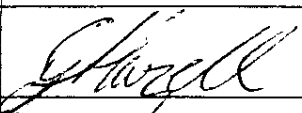

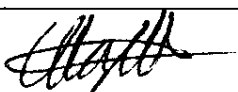
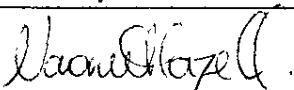

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, being person(s) entitled to vote on the Special Resolutions, hereby irrevocably agree to the Special Resolutions.

Name	Signature	Date
GRAHAM HAZELL		05/04/2018
REBECCA HAZELL		05/04/2018
CARL HAZELL		05/04/2018
NAOMI HAZELL		05/04/2018
JACQUELINE HAZELL		

NOTES

1. If you agree with the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.
4. Unless, by 28 days from the date of circulation of the Special Resolutions, sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before this date.
5. 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.
6. 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.

Name	Signature	Date
GRAHAM HAZELL		
REBECCA HAZELL		
CARL HAZELL		
NAOMI HAZELL		
JACQUELINE HAZELL		17/04/2018

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WRITTEN SPECIAL RESOLUTION

of
STONEGATE PRECISION TOOLING LIMITED
Company No. 07876144 (Company)

(Passed 5 April 2018)

Circulation Date: 5 April 2018

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COMPANIES HOUSE

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

SPECIAL RESOLUTIONS

1. THAT the rights attaching to the Ordinary A shares of £1 each in the Company (**Shares**) be varied so that before 31 December 2018 the Company shall be entitled to give to any holder(s) of Shares a notice of conversion (**Conversion Notice**) in respect of all or any part of the Shares registered in their name to convert said Shares into Ordinary D shares of £1 each, Ordinary E shares of £1 each, S1 shares of £1 each or S2 shares of £1 each in the Company.
 - (a) The Conversion Notice shall state:
 - (i) the number of Shares to be converted;
 - (ii) the class of shares (Ordinary D shares, Ordinary E shares, S1 shares or S2 shares) into which the Shares are to be converted; and
 - (iii) the date for conversion or if no date is stated then the date for conversion shall be the date of the giving of a Conversion Notice.
 - (b) Conversion of the Shares shall take place at the registered office for the time being of the Company on the conversion date specified above if the Conversion Notice is accepted by the holder(s) of Shares to whom it was sent and, for the avoidance of doubt, if the Conversion Notice is not accepted by the holder(s) of Shares to whom it was sent, then no conversion shall take place.
 - (c) Each holder of Shares to be converted that accepts a Conversion Notice shall on or before the date for conversion deliver to the Company the certificates in respect of the shares to be converted for cancellation and the Company shall issue new share certificates at the rate of one fully paid Ordinary D share, Ordinary E share, S1 share or S2 share in the Company (as per the Conversion Notice) for each Share and if the holder of any Shares to be converted fails to comply with their obligation to deliver up the

certificates of those Shares at the time of conversion, the Company may elect either:

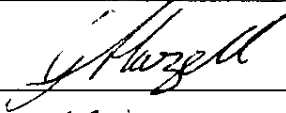
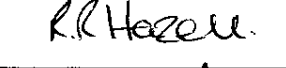

- (i) to waive that obligation and proceed immediately with the conversion of those Shares, upon such (if any) additional terms as to indemnity as the Company may reasonably require; or
 - (ii) to defer the conversion of those Shares until such time as certificates can be produced in respect of them.
- (d) The Ordinary D shares, Ordinary E shares, S1 shares and S2 shares in the Company shall have such rights as set out in the articles of association of the Company.

2. THAT the regulations attached to this written resolution be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association with immediate effect.

AGREEMENT

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

The undersigned, being persons entitled to vote on the Special Resolutions, hereby irrevocably agree to the Special Resolutions.

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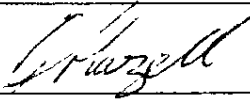

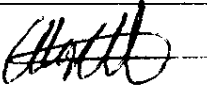
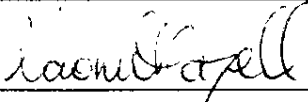
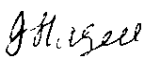
- (i) to waive that obligation and proceed immediately with the conversion of those Shares, upon such (if any) additional terms as to indemnity as the Company may reasonably require; or
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