

Company number 08255601
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
HANCOCK AND BENTLEY LIMITED (Company)

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution numbered 1 and 2 below be passed as ordinary resolutions (**Ordinary Resolutions**) and the resolution numbered 2 be passed as a special resolution (**Special Resolution**).

ORDINARY RESOLUTION

1. **THAT**, the 2 ordinary shares of £1.00 each in the issued capital of the Company be sub-divided into 200 ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.
2. **THAT** in accordance with and pursuant to section 551 of the Companies Act 2006 and articles of association of the Company, the directors be unconditionally authorised to allot up to 50 ordinary shares of £0.01 each (the maximum nominal value of shares which may be allotted or rights granted pursuant to the authority conferred by this resolution being £0.50) having the rights and subject to the respective restrictions set out in the articles of association of the Company. Unless renewed, varied or revoked by the Company, this authority shall expire on date which is five years from the date of this resolution 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.

SPECIAL RESOLUTIONS

3. **THAT**, the regulations annexed to this resolution be hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all existing regulations.

AGREEMENT