

Company number 09127578

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MTF HOLDING LIMITED ("The Company")

THURSDAY



A12 05/11/2015 #273
COMPANIES HOUSE

CIRCULATION DATE *28 October* 2015

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

SPECIAL RESOLUTIONS

- 1 **THAT**, in accordance with Section 551 of the Companies Act 2006 the directors of the Company ('**the Directors**') be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ('**Rights**') up to an aggregate nominal amount of £109,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of 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 or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired
- 2 **THAT** the maximum nominal value of shares in which the directors of the Company are entitled to deal as set out in Article 28 2 1 of the Company's Articles of Association be stated as £109,000 and that the figure of £20,000 currently in Article 28 2 1 be deleted
- 3 **THAT** subject to the passing of the resolutions numbered 1 and 2 above, the provisions of Article 29 2 of the Articles of Association of the Company be disapplied in relation only (but not further) to an allotment of new shares having a nominal aggregate value of £108,918 such allotment to be made immediately following the passing of this resolution as being consideration for the purchase by the Company of the whole of the issued share capital of Marla Tube Fittings Limited (no 0572373)

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 28 October 2015, hereby irrevocably agrees to the Resolution

Signed by Simon John Preedy

A handwritten signature in black ink, appearing to read 'SJP', with a long horizontal stroke extending to the right.

Date

28 October 2015

NOTES

- 1 If you agree with the Resolution, 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 David Robinson, Davies and Partner Solicitors, Latham House, 33-34 Paradise Street, Birmingham B1 2AJ
 - **Post** returning the signed copy by post to David Robinson, Davies and Partners Solicitors, Latham House, 33-34 Paradise Street, Birmingham B1 2AJ
 - **Fax** faxing the signed copy to 01216433928 marked "For the attention of David Robinson"
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to david.robinson@daviesandpartners.com Please enter "Written resolutions dated 2015" in the e-mail subject box

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement
- 3 Unless, by 28 days following the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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