

TUESDAY



SCT *S4YYDNFC* 19/01/2016 #28
COMPANIES HOUSE

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ITI SCOTLAND LIMITED

(Registered in Scotland with company number SC251900)

WRITTEN RESOLUTION

(Circulation Date: 11 JANUARY 2016)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole member of the Company proposes that the resolution set out below (the "Resolution") is passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by deleting article 67 and replacing it with the following new article 67:

67 *The quorum for the transaction of the business of the directors shall be any two directors.*

Agreement

Please read the Notes set out below before signifying your agreement to the Resolution.

The undersigned, the only member entitled to vote on the Resolution on Circulation Date specified above, hereby irrevocably votes in favour of the Resolution:

Signed *Stuart Andrew Clarke*

Dated 11 JANUARY 2016

Print Name STUART ANDREW CLARKE

Authorised Signatory for and on behalf of Scottish Enterprise

Notes

1. The Resolution has been sent to all members who are entitled to vote on the Resolution on the Circulation Date. Only such members (or persons duly authorised on their behalf) should sign the Resolution.
2. If you wish to vote in favour of the Resolution, please signify your agreement to it by signing and dating this document where indicated above and deliver it to the directors of the Company at the registered office of the Company.
3. If you do not wish to vote in favour of the Resolution, you do not need to do anything; you will not be deemed to vote in favour if you fail to reply.
4. Once you have signified your agreement to the Resolution, you may not revoke it.
5. The Resolution will lapse on the date falling 28 days after the Circulation Date unless sufficient members have agreed to the Resolution. If you wish to vote in favour of the Resolution, please ensure that the Company receives this form duly signed by you with your voting intentions clearly set out on or before this date.