

Cardan Precision Engineering Ltd  
Company Number SC408269  
Written Resolution\_12 April 2013

**COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS BY WRITTEN RESOLUTION**

**OF**

**CARDAN PRECISION ENGINEERING LTD (the "Company")  
COMPANY NUMBER: SC408269**

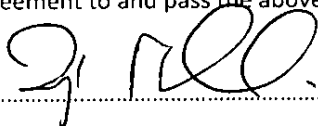
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following written resolutions are passed as special resolutions of the Company ("Resolutions").

**SPECIAL RESOLUTIONS:**

1. THAT, in accordance with section 551 of the Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot (a) 100 A Ordinary Shares' in the Company up to an aggregate nominal amount of £100 (**Proposed Allotments**) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 12<sup>th</sup> April 2018 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; and
2. THAT as the whole members of the Company and being entitled to certain pre-emption rights in respect of the Proposed Allotments we hereby waive all such pre-emption rights (however arising) as we may have in respect of the Proposed Allotments.

**AGREEMENT:**

Pursuant to section 288 of the Act, we the undersigned, being the only eligible members (as defined by section 289 of the Act) of the Company for this purpose, irrevocably signify agreement to and pass the above indicated Resolutions:

  
.....

Joseph McFall (Member)

Dated: 12/04/13.

See explanatory statement overleaf

FRIDAY



\*S272WTD9\*

SCT

26/04/2013

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COMPANIES HOUSE

**EXPLANATORY STATEMENT** (This explanatory statement is not part of any proposed written resolution):

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to the eligible members on 5th April 2013 (the "**Circulation Date**").
- 3 "**Eligible Members**" are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document, please follow the procedure below:
  - (a) you (or someone acting on your behalf) must sign, print your name beneath your Signature (if it is not already printed) and date this document.
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
  - (c) please return the document to any director of the Company at its registered office.
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
- 6 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date (the "**Deadline**"), otherwise it will lapse.

Unless by that Deadline this document has been received duly signed by at least the relevant threshold of eligible members (being 75% of the votes cast), the proposed written resolution will lapse.