

Company number: 01264385

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
- of -  
MAPLIN ELECTRONICS LIMITED  
(the "Company")

SATURDAY



A32 \*A3BZO1D6\* 12/07/2014 #342  
COMPANIES HOUSE

26 June 2014 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**")

**SPECIAL RESOLUTION**

That

A new article 10(B) of the Articles of Association of the Company, as set out below, be approved and adopted

"Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer

- (a) is to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "**Secured Institution**"), or
- (b) is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security

Furthermore, notwithstanding anything to the contrary contained in these articles

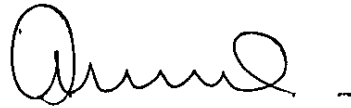
- (d) no transferor or proposed transferor of any shares in the company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the company or any of them the shares which are or are to be transferred, and
- (e) no shareholder for the time being of the company shall have any right under the articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to in (d) above to be transferred to them whether for consideration or not "

## AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed

A handwritten signature in black ink, appearing to be 'A. M. Q.', followed by a small horizontal line.

For and on behalf of **Maplin Electronics (Holdings) Limited**

Date

26 June

## 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  
  
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 the date 28 days after the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- 4 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