

Company number 5433574

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

K ALLMAN ELECTRICS LIMITED  
(the "Company")

WEDNESDAY



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A11

16/11/2011

233

COMPANIES HOUSE

(Circulated on 1 November 2011 (the "Circulation Date"))

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

SPECIAL RESOLUTIONS

- 1 **THAT** with effect from the passing of this Special Resolution
  - 1 1 the 50 ordinary shares of £1 in the capital of the Company registered in the name of Sarah Barton be reclassified into 50 "A" ordinary shares of £1,
  - 1 2 the 50 ordinary shares of £1 in the capital of the Company registered in the name of Kevin Allman be reclassified into 50 "A" ordinary shares of £1, and
  - 1 3 the 50 ordinary shares of £1 in the capital of the Company registered in the name of Jayne Allman be reclassified into 50 "A" ordinary shares of £1
- 2 **THAT** with effect from the passing of this resolution the articles of association of the Company (the "Articles", and each article set out therein, an "Article") be amended (and furthermore that any and all variations of the rights attaching to each class of shares in the capital of the Company being effected by virtue of the following amendments to the Articles be approved) by inserting following Article 1 and before Article 2 the following new Articles 2A, 2B, 2C and 2D

"2A

*The share capital of the Company shall be divided into "A" ordinary shares of £1 each (the "A Shares") and "B" ordinary shares of £1 each (the "B Shares") Each class of shares shall entitle the holders thereof to the respective rights and privileges and subject them to the respective restrictions and provisions set out in these Articles The A Shares and the B Shares, shall, except where otherwise provided herein, confer upon the holders thereof the same rights No shares other than A Shares or B Shares may be issued unless the Company is authorised to do so by special resolution*

2B

*The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends A dividend must not be declared by the Company unless the directors have made a recommendation as to its amount and such dividend must not exceed the amount recommended by the directors Any dividend shall be declared separately as between each class of share in the capital of the Company as to such amounts and proportions as the members' resolution to declare or directors' decision to pay a dividend may specify*

2C

*As regards voting*

*(i) the holders of the A Shares shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company, on a show of hands every holder of A Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every holder of A Shares so present shall have one vote for each share held by him, and*

*(ii) the holders of the B Shares shall not be entitled to receive notice of, and to attend or vote at, general meetings of the Company but shall be entitled to receive notice, although any failure to give notice should not invalidate any proceedings*

2D

*As regards capital, on a return of assets on liquidation or capital reduction or otherwise, the proceeds or (as applicable) the assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority*

*(i) firstly in paying to the holders of A Shares the amount paid up or credited as paid up on such shares (including the full amount of any premium at which such shares were issued whether or not such premium is applied for any purpose after that),*

*(ii) secondly in paying to the holders of B Shares the amount paid up or credited as paid up on such shares (including the full amount of any premium at which such shares were issued whether or not such premium is applied for any purpose after that), and*

*(iii) the balance of such assets shall be distributed amongst the holders of the A Shares "*

3 **THAT**, pursuant to the provisions of section 551 of the Act, the directors be unconditionally authorised to exercise all powers of the Company to allot and/or issue equity securities (within the meaning of section 560 of the Act) and pursuant to sections 570 and 571 of the Act that the directors be generally empowered to allot and/or issue such equity securities as if section 561 of the Act did not apply to any such allotment and/or issue provided that

3 1 the maximum amount of such securities which may be allotted under this authority shall be limited to 10 "B" ordinary shares of £1 00




3 2 this authority, unless it is (prior to its expiry) renewed, varied or revoked by the Company shall expire on the fifth anniversary of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry

4 **THAT** subject to the passing of the resolution numbered 3 of these Special Resolutions, any pre-emption provisions contained in the Articles and/or section 561 of the Act and/or, without limitation, otherwise whatsoever and howsoever arising, be excluded and shall not apply to the allotment of equity securities pursuant to the authority granted to the directors by the resolution numbered 3, above

## **AGREEMENT**

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

The undersigned, being **ALL OF THE MEMBERS** entitled to vote on the Special Resolutions on the Circulation Date hereby irrevocably agree to the Special Resolutions

Name of member	Signature of member	Date of signature
Sarah Barton		1 November 2011
Kevin Allman		1 November 2011
Jayne Allman		1 November 2011

## NOTES

- 1 If you agree with the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it by hand or by post to The Directors, K Allman Electrnics Limited, 3 Roe Street, Macclesfield, Cheshire SK11 6UT  
  
If you do not agree to the Special Resolutions, 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 Special Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days beginning with the Circulation Date, sufficient agreement has been received for the Special Resolutions to pass, they will lapse If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during 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
- 5 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