



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

AB DYNAMICS 2013 LIMITED (the "Company")

On 8 MAY 2013 the following resolutions were duly passed as written resolutions of the Company having effect, in the case of resolutions 1 and 2 as ordinary resolutions and, in the case of resolution 3 as a special resolution, in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the relevant majority of the eligible members of the Company who, at the date of circulation of the resolutions, were entitled to vote -

ORDINARY RESOLUTIONS

- 1 **THAT** the entering into by the Company of an agreement for the sale and purchase of the entire issued share capital of Anthony Best Dynamics Limited (the "**Target**") between (1) Anthony Best and Others (the "**Sellers**") (of whom Anthony Best is also a director of the Company), (2) the Company, and (3) the Target, pursuant to which the Company proposes to purchase the entire issued share capital of the Target (the "**Agreement**"), be and is hereby approved (with such amendments as any director of the Company may consider necessary or desirable) for the purposes of section 190 of the Act and generally and the directors of the Company be and are hereby authorised to do all such acts and things they may consider expedient or appropriate in connection with the said Agreement
- 2 **THAT** the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**") up to a maximum aggregate nominal amount of £147,026 such authority to expire on 31 July 2013 (unless previously renewed, revoked, varied or extended by the Company in general meeting) but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities and/or grant rights in pursuance of that offer or agreement as if the authority conferred by this Resolution had not expired

SPECIAL RESOLUTION

- 3 **THAT**, subject to the passing of Resolution 2, the directors be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "**Act**") to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolution 2 as if section 561 of the Act did not apply to the allotment. This power is limited to the allotment of equity securities of up to £147,026 and will expire on 31 July 2013 (unless previously renewed, revoked, varied or extended by the Company in general meeting) but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired