

Company No. 8393914

THE COMPANIES ACT 2006

CERTIFIED TO BE A TRUE AND COMPLETE COPY OF THE ORIGINAL		
DATED THIS	DAY OF	20
Pinsent Masons LLP		

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

AB DYNAMICS 2013 LIMITED (the "Company")

Circulation Date: 8 MAY 2013

WEDNESDAY



A31 15/05/2013 #2
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as written resolutions of the Company, with resolution 1 having effect as an ordinary resolution and resolution 2 having effect as a special resolution (the "Resolutions")

ORDINARY RESOLUTION

- 1 **THAT** each of the issued ordinary shares of £1 00 each in the capital of the Company be sub-divided into 100 ordinary shares of 1 pence each ("**Ordinary Shares**") with the same rights and subject to the same restrictions as the existing ordinary shares of £1 00 each in the capital of the Company

SPECIAL RESOLUTION

- 2 **THAT**, pursuant to section 90(1) of the Act, the Company be re-registered as a public company and that, in consequence -
- (a) the name of the Company be changed to AB Dynamics Plc, and
 - (b) the regulations annexed to this Resolution be hereby adopted as the new Articles of Association of the Company to the exclusion of all existing regulations

AGREEMENT

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

We, the undersigned, being the shareholders entitled to vote on the Resolutions at the time they were circulated, hereby irrevocably agree to the Resolutions -

Anthony Best

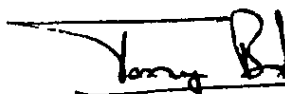
Date

8 MAY 2013

Naemi Best

Date

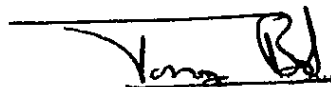
8 MAY 2013

 (as attorney)
Anne Middleton

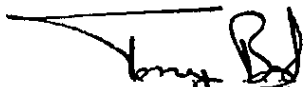
8 MAY 2013
Date


Stephen Neads

8 MAY 2013
Date

 (as attorney)
Andrew Rumble

8 MAY 2013
Date

 (as attorney)
Matthew Hubbard

8 MAY 2013
Date

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by email to Elisabeth Corser at elisabeth.corser@pinsentmasons.com

If you do not agree to the 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 Resolutions, you may not revoke your agreement
- 3 Where, by the date 28 days from and including the Circulation Date, insufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date