

FUTURE COMMUNICATION SPECIALISTS LIMITED

COMPANY NUMBER: 09986529

SPECIAL RESOLUTION ALTERING EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

That the Memorandum and Articles of Association of the Company be altered as follows:

By inserting the following sections:

- 5(b) The authorised share capital of the Company is to be divided as follows:

100 "A" Ordinary Shares of £1 each
50 "B" Ordinary Share of £1 each
50 "C" Ordinary Share of £1 each

- 5.(c) Rights of classes of Ordinary Shares.

Subject to Sections 5(d) to 5(f) inclusive or as it otherwise specifically provided in this Memorandum the "A" Ordinary Shares, the "B" Ordinary shares and "C" Ordinary shares, shall rank *pari passu*, but shall constitute twenty separate classes of shares.

- 5.(d) Restrictions on transfer.

The "B" Ordinary Shares and "C" Ordinary Shares and any interest therein shall not be transferable except:

- (i) With the written consent of the Directors (and then only on the terms specified by them); or
- (ii) On and after the earlier of (i) the admission of any of the Company's shares to the Official List of [The international Stock Exchange of the United Kingdom and the Republic of Ireland Limited ("The Stock Exchange") and (ii) the granting of any application by the Company for the dealing in any of the Company's shares on any other public securities market (including the Alternative Investment Market) (each a "Listing"), or
- (iii) When a transfer is required by Article 5(e)

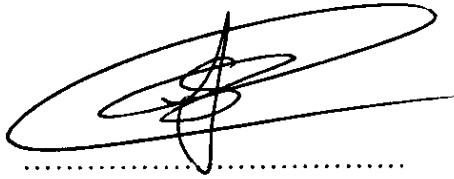
- 5.(e) Compulsory transfer

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- (i) If a 'B' Ordinary Shareholder directly holding 'B' Ordinary shares or a 'C' Ordinary Shareholder directly holding 'C' Ordinary shares leave the Company for any reason whatsoever (including without prejudice to the generality of the forgoing his/her retirement or dismissal or voluntary termination of his/her employment death or becomes mentally incapacitated or becomes bankrupt or insolvent then the Directors shall have the right within the period of 2 months from them becoming aware of such event to require that such Ordinary Shareholder (or his personal representatives in case of death or mental incapacity) and the trustees of any trust established by him (Compulsory Transferor) transfers his (or their) entire holding of 'B' Ordinary Shares or 'C' Ordinary Shares, (free from all liens charges encumbrances and third party rights whatsoever and together with all rights then attaching thereto) to the Company or such person(s) as the Directors shall nominate.
 - (ii) The price at which such transfer shall be made shall be at the nominal value of the shares transferred,
 - (iii) The Compulsory Transferor shall deliver a duly executed stock transfer form and the relative share certificate to the Company within 14 days in exchange for payment of such price,
 - (iv) If a Compulsory Transferor fails to transfer such 'B' Ordinary Shares or 'C' Ordinary Shares in accordance with Article 5(e) (iii) the Directors may authorise any person to execute and deliver on his behalf the necessary stock transfer form and the Company shall receive the purchase money in trust for the Compulsory Transferor and cause the purchaser to be registered as the holder of such shares (subject to payment of any stamp duty). The receipt of the Company for the purchase money shall be a good discharge to the purchaser (who shall not be bound to see the application thereof). The Compulsory Transferor shall in such case be bound to deliver up his certificate for such 'B' Ordinary Shares or 'C' Ordinary Shares to the Company whereupon he shall be entitled to receive the purchase price without interest.
- 5.(f) Restrictions attaching to class 'B' Ordinary Shares and 'C' Ordinary Shares
- (i) The holders of 'B' Ordinary Shares and of 'C' Ordinary Shares shall have no rights to appoint or remove directors of the Company or to vote at any general, ordinary or extraordinary meeting of the Company.
 - (ii) The holders of 'B' Ordinary Shares and of 'C' Ordinary Shares shall not have the right to request an audit and their capital entitlement on the sale of the shares shall not exceed £1 per share.

A handwritten signature in black ink, appearing to be 'J. Stickler', written over a horizontal dotted line.

J Stickler Esq

Dated: 9th February 2017