

# Krotos Ltd (the "Company")

Registered in Scotland No. SC458616

## Companies Acts

### Written Record of Members' Written Resolution

Circulation Date: 23<sup>rd</sup> October 2015

On the 23<sup>rd</sup> day of October 2015, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company: -

#### ORDINARY RESOLUTIONS

1. THAT the existing 1 ordinary share of £1.00 each forming the issued share capital of the Company be sub-divided into 10,000 ordinary shares of £0.0001 each with the rights and privileges stated in the articles of association of the Company.
2. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally authorised to allot up to 1,111 ordinary shares of £0.0001 each in the share capital of the Company pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements established or otherwise entered into by the Company from time to time, subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this resolution (b) shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

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**SPECIAL RESOLUTION**

3. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolution 2 above.



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AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
**KROTOS LTD**

23-10-2015

Dated