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02/12/2015

#298

COMPANIES HOUSE

Company No. 02996246

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN ORDINARY RESOLUTION[S]
- of -
SPL COMPONENTS LIMITED**

18 November 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following Resolution(s) is/are passed as ordinary resolution(s) ("Resolution(s)")

ORDINARY RESOLUTION(S)

- 1 That the SPL Components EMI Share Scheme (the "Scheme") be and is hereby generally and unconditionally approved and the directors be authorised to do all acts and things necessary to implement the Scheme
- 2 That, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, paragraph 5 (authorised share capital restriction) of the Company's Memorandum of Association, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, be deleted
- 3 That the Directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company provided that -
 - (a) the aggregate of the nominal amount of such shares or the nominal amount of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed £2,000, andthis authority shall expire five years after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired
- 4 That the Directors be and they are hereby empowered under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the said Act) for cash pursuant to the authority

conferred by the previous resolution¹ as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment

PROVIDED THAT this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £2,000 and shall expire on the date five years after the passing of this resolution,

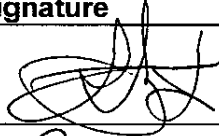
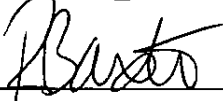
SAVE THAT the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution(s)

The undersigned, person(s) entitled to vote on the Resolution(s) on 18 November 2015, hereby irrevocably agree(s) to the Resolution(s)

Dated this 18 day of November 2015

Name	No of Shares held	Signature
Mr G P Baxter	900	
Mrs R E Baxter	80	

NOTES

1 You can choose to agree to all of the Resolution(s) or none of them but you cannot agree to only some of the Resolution(s) If you agree to all of the Resolution(s), please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Registered Office

If you do not agree to all of the Resolution(s), 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 Resolution(s), you may not revoke your agreement

3 Unless, by << Date 28 Days After Circulation Date >>, sufficient agreement has been received for the Resolution(s) to pass, they will lapse If you agree to the Resolution(s), please ensure that your agreement reaches us before or on this date