

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

**WMG GROUP LTD (the "Company")**

**CIRCULATION DATE:** 30<sup>th</sup> May 2017

**LAPSE DATE:** 27<sup>th</sup> June 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions ("**Special Resolutions**").

**SPECIAL RESOLUTIONS**

**1. Authority to allot**

THAT, in accordance with section 551 of the Companies Act 2006 (**2006 Act**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £25.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the Lapse Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

**2. Disapplication of pre-emption rights**

THAT, subject to the passing of the Special Resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 2, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £25.00; and
- 2.2 expire on the Lapse Date (unless renewed, varied or revoked by the Company prior to or on that date), 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 Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.



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A07 24/06/2017 #242  
COMPANIES HOUSE

## AGREEMENT

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

The undersigned, being persons entitled to vote on the Special Resolutions on the circulation date stated above, hereby irrevocably agree to the Special Resolutions:

\_\_\_\_\_

Emma Crawford

\_\_\_\_\_

Date

7/6/17

\_\_\_\_\_

MAG Elettronica S.R.L

\_\_\_\_\_

Date

06/06/17

\_\_\_\_\_

Donna Thurlow

\_\_\_\_\_

Date

11/6/17

\_\_\_\_\_

Stephen Griffin

\_\_\_\_\_

Date

7/6/17

\_\_\_\_\_

Stephen Whitelaw

\_\_\_\_\_

Date

7/6/17

\_\_\_\_\_

Sam Crawford

\_\_\_\_\_

Date

7/6/17

## NOTES

1. If you agree with the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above before returning it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the Company's registered address.
- **By post:** returning the signed copy by post to the Company's registered address.

If you do not agree to the Special 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 Special Resolutions, you may not revoke your agreement.
3. Unless prior to the Lapse Date sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us prior to or on this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.