

02687567
("the Company")

FRIDAY



WRITTEN ORDINARY RESOLUTIONS

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions are proposed as ordinary resolutions of the Company: -

1. **THAT**, the members of the Company hereby ratify, confirm and approve the following transactions undertaken by the Company:-
 - a. the transfer of 1,299,999 ordinary shares of £1 each by the Company in Actron U.K. Limited to CP International Systems CV on or around 22 July 2011;
 - b. the transfer of 26,694,015 ordinary shares of £1 each by the Company in Meto UK Limited to CP International Systems CV on or around 22 July 2011;
 - c. the transfer of 315,000 preference shares of £1 each by the Company in Meto UK Limited to CP International Systems CV on or around 22 July 2011;
 - d. the transfer of 2,835,000 preference shares of £1 each by the Company in Meto UK Limited to CP International Systems CV on or around 29 September 2011; and
 - e. the transfer of 100% of the entire issued capital in each of Actron Belgium and Luxemburg NV by the Company to CP International Systems CV on or around 6 April 2012.
2. **THAT** Kelly Burton and Emma Bower of Wilson Field Limited, The Manor House, 260 Ecclesall Road South, Sheffield, S11 9PS, be appointed Joint Liquidators of the Company for the purposes of the voluntary winding-up.
3. **THAT** any act required or authorised under any enactment to be done by a Joint Liquidator may be done by all or any of the persons for the time being holding such office.
4. **THAT** the Joint Liquidators' remuneration shall be on the basis of a set amount of £2,000 plus VAT and disbursements. These fees are to be paid as and when funds permit.
5. **THAT** the Joint Liquidators be authorised to divide among the members of the Company in specie part or the whole of the assets of the company and may for that purpose, value any assets and determine how the division between members should be carried out.

The notes at the end of this document indicate how you can signify your agreement to the above resolutions. Please read those notes.


The undersigned, being the sole member of the Company entitled to vote on the above resolutions on the first date on which these written resolutions are sent or submitted to the sole member of the Company, **HEREBY AGREES** to the above resolutions as indicated below:

Eligible Member

Signature by or on behalf of member

Date of signature

Checkpoint Systems Inc


.....
President for and on behalf of Checkpoint
Systems Inc

01 August 2018

NOTES:

- (a) These written resolutions are first sent or submitted to the members of the Company on 2018 ("the circulation date").
- (b) To signify agreement to these written resolutions, a member should sign and date this document and return it to the Company within 28 days of the circulation date using one of the following methods:
- by hand: delivering the signed copy to the registered office of the Company
 - by post: returning the signed copy to the registered office of the Company
- A member's agreement to a resolution, once signified, cannot be revoked.
- (c) These written resolutions will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date. A member who signs these written resolutions and returns them to the Company after the expiry of that period will not be regarded as signifying his/her agreement to these written resolutions.
- (d) These written resolutions will be passed once the members representing more than 50% of the total voting rights of the members who would have been entitled to vote on the resolutions on the circulation date has signified his/her agreement to them.