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No 1208652

**Compstock Electronics Limited  
(the "Company")**

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**Written Resolution of the Member**

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In accordance with section 381A of the Companies Act 1985, as amended, WE being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, DECLARE that the following resolution shall have effect as if passed as a special resolution by the Company in general meeting

**WE RESOLVE THAT**

- (A) the execution by the Company of
  - (i) a multicurrency revolving facility agreement (the "**Agreement**") dated on or about the date of this resolution, pursuant to which Lloyds TSB Bank plc (as lender and agent), with Lloyds TSB Bank plc Corporate Markets (as arranger) will make available a US\$100 million multi-currency revolving credit facility to the Borrowers (as defined in the Agreement) on terms including the guarantee to be given by the Company under Clause 19 of the Agreement, and
  - (ii) an amendment letter (the "**Amendment Letter**") relating to the Existing Facilities (as defined in the Agreement),

be and is hereby approved,

- (B) the execution of the Agreement and the Amendment Letter is in the best interests of the Company's business and the entry by the Company into the proposed transactions substantially on the terms set out in the Agreement and the Amendment Letter is to the commercial benefit and advantage of the Company, and
- (C) the Company be and is hereby instructed and authorised to execute the Agreement and the Amendment Letter subject to such amendments as the board of directors of the Company in their discretion see fit

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COMPANIES HOUSE

