

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTIONS
of
FLOWTECH HOLDINGS LIMITED
("Company")

PASSED ON 6 MAY 2014

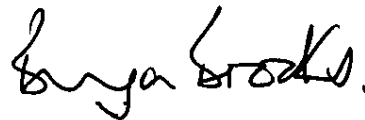
In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on May 2014 as ordinary and special resolutions as indicated below

ORDINARY RESOLUTIONS

- 1 **That** each of the A ordinary shares of £0 01 each in the Company be reclassified as ordinary shares of £0 01 each with each such ordinary share having the rights attaching thereto as set out in the articles of association to be adopted pursuant to resolution 3 below
- 2 **That** each of the B ordinary shares of £0 01 each in the Company be reclassified as ordinary shares of £0 01 each with each such ordinary share having the rights attaching thereto as set out in the articles of association to be adopted pursuant to resolution 3 below

SPECIAL RESOLUTION

- 3 **That** the draft articles of association in the form attached, and signed by a director for identification purposes, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company



Director



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

FLOWTECH HOLDINGS LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as ordinary and special resolutions as detailed below

ORDINARY RESOLUTIONS

- 1 **That** each of the A ordinary shares of £0.01 each in the Company be reclassified as ordinary shares of £0.01 each with each such ordinary share having the rights attaching thereto as set out in the articles of association to be adopted pursuant to resolution 3 below
- 2 **That** each of the B ordinary shares of £0.01 each in the Company be reclassified as ordinary shares of £0.01 each with each such ordinary share having the rights attaching thereto as set out in the articles of association to be adopted pursuant to resolution 3 below

SPECIAL RESOLUTION

- 3 **That** the draft articles of association in the form attached, and signed by a director for identification purposes, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

Circulation date: 6 May 2014

Registered office: Pimbo Road
Skelmersdale
Lancashire
WN8 9RB

Agreement to written resolutions

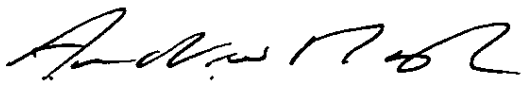
We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions



A08

02/06/2014
COMPANIES HOUSE



Name of corporate member	BARRINGTON HOUSE NOMINEES LIMITED	
Name and position of signatory	<p>ANDREW MARSH</p> <p><i>Block capitals please</i></p>	
Signed by authorised person on behalf of corporate member		

Dated 6 May 2014

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FLOWTECH HOLDINGS LIMITED

("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as an ordinary resolution as detailed below

ORDINARY RESOLUTION

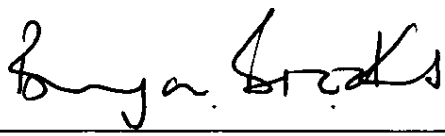
That, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £10,000, provided that (unless previously revoked, varied or renewed) this authority shall expire on 30 April 2019, save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired

Circulation date: 7 May 2014

Registered office: Pimbo Road
 Skelmersdale
 Lancashire
 WN8 9RB

Agreement to written resolution

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution

Name of corporate member	FLOWTECH MIP LIMITED	
Name and position of signatory	BRUCE BLOOM <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		

Dated. 7 May 2014

Byn Books.

Company No. 5207649

**ARTICLES OF ASSOCIATION
OF
FLOWTECH HOLDINGS LIMITED**

Adopted by special resolution passed on *6 May* 2014

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**ARTICLES OF ASSOCIATION
OF
FLOWTECH HOLDINGS LIMITED
("Company")**

(Adopted by special resolution passed on *6 May* 2014)

PART 1: PRELIMINARY AND LIMITATION OF LIABILITY

1. Regulations and articles not to apply

No regulations or articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies shall apply as the regulations or articles of the Company

2. Defined terms and interpretation

2.1 In these articles, unless the context requires otherwise

"Act" means the Companies Act 2006,

"appointor" has the meaning given in article 26 1,

"articles" means the Company's articles of association,

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

"call" has the meaning given in article 37 1,

"call notice" has the meaning given in article 37 1,

"chairman" has the meaning given in article 14 2,

"chairman of the meeting" has the meaning given in article 64 3,

"Companies Acts" means every statute for the time being in force concerning companies (including any statutory instrument or other subordinate legislation made under any such statute), so far as it applies to the Company,

"Company's lien" has the meaning given in article 35 1,

"director" means a director for the time being of the Company, and includes any person for the time being occupying the position of director, by whatever name called,

"distribution recipient" has the meaning given in article 52 2,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" and **"electronic means"** have the meanings given to them in section 1168 of the Act,

"eligible director" means

- (a) in relation to a decision at a directors' meeting, a director who is to be counted as participating for quorum and voting purposes in the decision at the meeting, and
- (b) in relation to a directors' written resolution or a unanimous decision, a director who would have been counted as participating for quorum and voting purposes in the decision had the resolution or matter been proposed as a resolution at a directors' meeting,

"fully paid" in relation to a share means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company,

"hard copy form" has the meaning given in section 1168 of the Act,

"holder" in relation to shares means the person whose name is entered in the register of members as the holder of the shares,

"instrument" means a document in hard copy form,

"lien enforcement notice" has the meaning given in article 36 2,

"non-disclosable interest" has the meaning given in article 20 1,

"ordinary resolution" has the meaning given in section 282 of the Act,

"paid" means paid or credited as paid,

"participate", in relation to a directors' meeting, has the meaning given in article 12,

"partly paid" in relation to a share means that part of that share's nominal value or any premium at which it was issued has not been paid to the Company,

"proxy notice" has the meaning given in article 70 1,

"shareholder" means a person who is the holder of a share,

"shares" means shares in the Company,

"special resolution" has the meaning given in section 283 of the Act,

"subsidiary" has the meaning given in section 1159 of the Act,

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law,

"working day" has the meaning given in section 1173(1) of the Act, and

"writing" and **"written"** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

- 2 2 Unless the context requires otherwise, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the Company
- 2 3 If, and for so long as, the Company has only one director, all references in these articles to **"directors"** (other than in those provisions which govern the decision-making by directors (articles 8 to 18) and directors' interests (articles 19 to 21)) shall be construed as a reference to that sole director
- 2 4 References in these articles to the day on which a notice is given are to the day on which the notice is deemed received in accordance with article 79
- 2 5 References to numbered "articles" are references to numbered provisions in these articles
- 2 6 Headings in these articles are used for convenience only and shall not affect the meaning of these articles

3. Liability of members

The liability of the members of the Company is limited to the amount, if any, unpaid on the shares held by them

PART 2: OFFICERS

DIRECTORS' POWERS AND RESPONSIBILITIES

4. Directors' general authority

Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

5. Shareholders' reserve power

- 5 1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 5 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

6. Directors may delegate

- 6 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles and which are not specifically reserved to the directors only

6 1 1 to such person or committee,

6 1 2 by such means (including by power of attorney),

6 1 3 to such an extent,

6 1 4 in relation to such matters or territories, and

6 1 5 on such terms and conditions,

as they think fit

6 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

6 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

7. Committees

7 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern decision-making by directors (articles 8 to 18)

7 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

8. Directors to take decisions collectively

8 1 The general rule about decision-making by directors is that any decision of the directors must be

8 1 1 a majority decision at a meeting,

8 1 2 a majority decision by a directors' written resolution adopted in accordance with article 9, or

8 1 3 a unanimous decision taken in accordance with article 10

8 2 If, and for so long as, the Company has only one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making (articles 8 to 18)

9. Directors' written resolutions

9 1 Any director may propose a directors' written resolution and the company secretary (if any) must propose a directors' written resolution if a director so requests

9 2 Subject to article 9 3, a directors' written resolution is proposed by giving notice in writing of the proposed resolution to each director, unless the director is absent from the United Kingdom and has not given the Company an address to which such notices may be given by electronic means during his absence

9 3 Any director may waive his entitlement to notice of any proposed directors' written resolution, either prospectively or retrospectively, and any retrospective waiver shall not affect the validity of the directors' written resolution

9 4 A proposed directors' written resolution is adopted when a majority of the eligible directors have signed one or more copies of it, provided that those directors would have formed a

quorum at a directors' meeting had the resolution been proposed at such a meeting. Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.

- 9.5 An alternate director may sign a proposed directors' written resolution (in addition to signing it in his capacity as a director in his own right, if relevant) on behalf of each of his appointors who

9.5.1 have not signed or are not to sign the directors' written resolution, and

9.5.2 are eligible directors in relation to the directors' written resolution,

provided that (a) the alternate director is himself an eligible director in relation to the directors' written resolution and (b) those persons actually signing the directors' written resolution would have formed a quorum at a directors' meeting had the resolution been proposed at such a meeting.

10. Unanimous decisions

- 10.1 A unanimous decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter. Once a unanimous decision of the directors has been taken, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.

- 10.2 A decision may not be taken on a matter in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting had the matter been proposed as a resolution at such a meeting.

- 10.3 An alternate director may participate in a unanimous decision of the directors (in addition to participating in his capacity as a director in his own right, if relevant) on behalf of each of his appointors who

10.3.1 are not participating in the unanimous decision, and

10.3.2 are eligible directors in relation to the decision,

provided that (a) the alternate director is himself an eligible director in relation to the decision and (b) those persons actually participating in the unanimous decision of the directors would have formed a quorum at a directors' meeting had the matter been proposed as a resolution at such a meeting.

11. Calling a directors' meeting

- 11.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

- 11.2 Notice of any directors' meeting must indicate

11.2.1 its proposed date and time,

11.2.2 where it is to take place, and

- 11 2 3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 11 3 Subject to article 11 4, notice of a directors' meeting must be given to each director, unless the director is absent from the United Kingdom and has not given the Company an address to which such notices may be given by electronic means during his absence. Notice does not need to be in writing. A director who participates in a meeting shall be deemed to have received proper notice of the meeting.
- 11 4 Any director may waive his entitlement to notice of any directors' meeting, either prospectively or retrospectively, and any retrospective waiver shall not affect the validity of the meeting or of any business conducted at it.
- 12. Participation in directors' meetings**
- 12 1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
- 12 1 1 the meeting has been called and takes place in accordance with the articles, and
- 12 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 12 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 13. Quorum for directors' meetings**
- 13 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13 2 The quorum for directors' meetings is two directors.
- 13 3 Subject to the articles, a person who is an alternate director, but is not a director in his own right, may be counted as participating for the purposes of determining whether a quorum is participating in any decision at a directors' meeting, provided that his appointor (or one of his appointors)
- 13 3 1 is not participating in the decision at the directors' meeting, and
- 13 3 2 would have been an eligible director in relation to the decision if he had been participating in it.
- 13 4 No alternate director may be counted as more than one director for the purposes of determining whether a quorum is participating in any decision at a directors' meeting.
- 14. Chairing of directors' meetings**
- 14 1 The directors may appoint a director to chair their meetings.

- 14 2 The person so appointed for the time being is known as the chairman
- 14 3 The directors may terminate the chairman's appointment at any time
- 14 4 If the directors have not appointed a chairman, or if the chairman is not participating in a directors' meeting within 10 minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it
- 15. Voting at directors' meetings**
- 15 1 A decision is taken at a directors' meeting by a majority of the votes of the eligible directors participating in the decision at the meeting
- 15 2 Subject to the articles, each director participating in a decision at a directors' meeting has one vote
- 15 3 Subject to the articles, an alternate director shall have one vote (in addition to his own vote in his capacity as a director in his own right, if relevant) on any decision at a directors' meeting for each of his appointors who
- 15 3 1 are not participating in the decision at the directors' meeting, and
- 15 3 2 would have been eligible directors in relation to the decision if they had been participating in it
- 15 4 If the numbers of votes for and against a proposal at a directors' meeting are equal, the chairman or other director chairing the meeting has a casting vote But this does not apply if, in accordance with the articles, the chairman or other director chairing the meeting is not an eligible director in relation to the decision
- 16. Participating and voting when director interested**
- 16 1 A director shall not be counted as participating for quorum and voting purposes in a decision at a directors' meeting to authorise a matter for the purposes of section 175 of the Act if, in accordance with section 175(6) of the Act, the matter is such that the authorisation would only be effective if
- 16 1 1 any requirement as to the quorum at the directors' meeting at which the matter is considered is met without him counting, and
- 16 1 2 the matter was agreed to without him voting or would have been agreed to if his vote had not been counted
- 16 2 Without prejudice to the obligations of any director
- 16 2 1 to disclose any interest in proposed or existing transactions or arrangements with the Company in accordance with the Companies Acts, and
- 16 2 2 to disclose any interest in accordance with article 20 1,
- and subject always to article 16 1 and the terms on which any authorisation by the directors for the purposes of section 175 of the Act has been given, a director shall be counted as participating for quorum and voting purposes in any decision at a directors' meeting that is concerned with a matter in which he has, directly or indirectly, an interest