

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES


WRITTEN RESOLUTION

of **CERTIFIED TO BE A TRUE COPY OF THE ORIGINAL**

ASPEN PUMPS LIMITED

(Company No · 6120421)

(the "Company")


JONES DAY
21 TUDOR STREET
LONDON EC4Y 0DJ



A28 03/01/2013 #141
COMPANIES HOUSE

THURSDAY

Circulation date 31 Dec 2012

Written Resolutions of the sole shareholder of the Company pursuant to section 288 of the Companies Act 2006 (the "Resolutions")

SPECIAL RESOLUTIONS

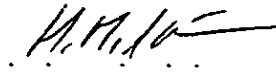
- 1 That any director of the Company may and is hereby authorised to vote on and be counted in the quorum of the meeting in relation to any resolution of the Board in respect of any transaction in which he has an interest ("Relevant Situation")
2. That for the purposes of section 175 of the Companies Act 2006 any conflict situations that arise or could potentially arise from a Relevant Situation be and are hereby authorised
- 3 That the sale of the business and assets of the Company to Aspen Bidco Limited ("Bidco") and all transactions ancillary thereto, in so far as they involve the Company, be and are hereby approved as being in the best interests of the Company, together with all steps necessary or expedient for the implementation of such transactions, and the directors of the Company are hereby directed to take such steps as are necessary or expedient for the implementation of the same.
- 4 That it is in the best interests of and to the benefit (commercial and otherwise) of the Company and the wider corporate group of which the Company is a member (the "Group") for the Company to enter into and complete the proposed asset sale agreement of which a copy has been initialed for identification purposes (and exhibited to this resolution) by the sole member of the Company and that the directors be hereby instructed to enter into such agreement
5. That the completion of the transactions referred to in resolutions 3 and 4, and the execution, delivery and performance by the Company of and the subsequent exercise of rights under the asset sale agreement referred to in resolutions 3 and 4 and the doing of all things necessary or desirable in connection therewith is in the best interests of the Company and be and is hereby authorised and approved
- 6 That the name of the Company be changed to AcquAspen Limited

AGREEMENT

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

The undersigned, being the only member of the Company entitled to vote on the Resolutions on the circulation date of the Resolutions, hereby irrevocably agrees to the Resolutions:

Signed by



... (signature)

For and on behalf of The Pump Group Limited

Date:

31... December... 2012

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (A) **By Hand** delivering the signed copy to Ryan Hill at Jones Day, 21 Tudor Street, London EC4Y 0DJ
 - (B) **Post**: returning the signed copy by post to Ryan Hill at Jones Day, 21 Tudor Street, London EC4Y 0DJ
 - (C) **Fax** faxing the signed copy to Ryan Hill at +44 20 7039 5999
 - (D) **E-mail**. by attaching a scanned copy of the signed document to an e-mail and sending it to rhill@jonesday.com Please enter "Written Resolutions of Aspen Pumps Limited" as the subject line.
2. If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
4. Unless by ~~14 January 2018~~ sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
5. 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.
6. 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.



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6120431

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

ASPEN PUMPS LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

ACQUASPEN LIMITED

Given at Companies House on **8th January 2013**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**