

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**ACQUASPEN LIMITED**  
(Company No 6120431)

(the "Company")

Circulation date *11/08/* 2010

TUESDAY



A15

\*A78SGNL5\*

21/09/2010

COMPANIES HOUSE

278

**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 purchase of the supply of air conditioning accessories business and related assets of BBJ Engineering Limited ("**BBJ**") and the business and assets of Aspen Pumps Limited ("**Aspen**") by the Company 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 the following documents
  - (A) proposed sale and purchase agreement under which the Company would agree to purchase BBJ's engineering business and assets with effect from 30 June 2010 for their book value, to be entered into between the Company (1) BBJ (2) and Aspen (3)
  - (B) proposed sale and purchase agreement under which the Company would agree to purchase Aspen's business and assets with effect from 30 June 2010 for their book value, to be entered into between the Company (1) and Aspen (2)
- 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 sale and purchase agreement referred to in resolution 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

**Pursuant to section 78 of the Companies Act 2006 the directors of the Company propose that the following resolution is passed as a special resolution:**


- 6 That the name of the Company be changed to Aspen Pumps 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 Resolution 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

8/09/2010

## 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 Hamish Middleton at Apex Way, Aspen Building, Hailsham, East Sussex BN27 3WA
  - (B) **Post** returning the signed copy by post to Hamish Middleton at Apex Way, Aspen Building, Hailsham, East Sussex BN27 3WA
  - (C) **Fax** faxing the signed copy to Hamish Middleton at +44 1323 848 846
  - (D) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Hamish@aspenpumps.com Please enter "Written Resolutions of Acquaspen 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 2010 sufficient agreement has been received for the Resolutions to pass, it 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:

**ACQUASPEN LIMITED**

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

**ASPEN PUMPS LIMITED**

Given at Companies House on **22nd September 2010**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES