

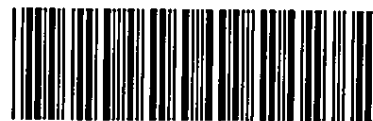
THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

ACQUASPEN LIMITED

FRIDAY



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09/12/2016

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COMPANIES HOUSE

Circulation Date: 22/11 / 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the above-named company (the "Company") propose that the following resolutions (the "Resolutions") are passed, in the case of Resolution 1 as a special resolution and in the case of Resolutions 2 and 3 as ordinary resolutions

The Directors note that on the Circulation Date and prior to the passing of the Resolutions, the issued share capital of the Company comprises 689,185 ordinary shares of £1 00 each (the "Existing Shares") The Existing Shares are all held by the Company's sole shareholder, The Pump Group Limited (company no 6119948) and were each issued at par

**SPECIAL RESOLUTION**

**1. Disapplication of statutory pre-emption rights**

**THAT** the Directors be and are hereby empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash and/or non-cash consideration, pursuant to the authority conferred on them to allot such shares or grant such rights by Resolution 3 below, up to a maximum nominal value of £122,499 as if sub-section (1) of section 561 of the Act did not apply to such allotment or grant

**ORDINARY RESOLUTIONS**

**2 Increase of share capital and authority to allot shares**

**THAT**, subject to the passing of Resolution 1, the share capital of the Company be increased by the allotment and issue of 122,499 ordinary shares of £1 00 each having the rights and being subject to the conditions set out in the articles of association of the Company, and **THAT**, for the purposes of section 551 of the Act

- (a) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot 122,499 ordinary shares of £1 00 each, up to a maximum nominal amount of £122,499 (the "New Shares") to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this Resolution,
- (b) the Company be and is hereby authorised to make, prior to the expiry of such period, any offer or agreement which would, or might, require relevant securities to be allotted after the expiry of the said period, and the Directors may allot any such shares referred to in (a) above in pursuance of any such offer or agreement, notwithstanding the expiry of the authority given by this Resolution in accordance with the provisions of section 551(7) (b) of the Act,

such that, following the issue and allotment of all the New Shares, the Company's issued share capital shall comprise 811,684 ordinary shares of £1.00 each

**3. Capital contribution account**

**THAT**, subject to the passing of Resolutions 1 and 2, the Directors are hereby authorised to appropriate and apply the whole of the balance of the Company's capital contribution account of £122,499 towards the payment in full of the aggregate subscription price payable in respect of the issue of the New Shares to The Pump Group Limited so that the New Shares are credited as being fully paid at par

We, the undersigned, being the sole shareholder of the Company entitled to vote on the Resolutions on 30/11/2016, hereby irrevocably agree to the Resolutions



THE PUMP GROUP LIMITED

Date: 30/11/2016

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy, by e-mail, fax or in electronic form
2. If within 28 days of the Circulation Date, sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date
3. 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

No. 6120431

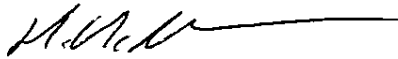
RECORD OF WRITTEN RESOLUTIONS

ACQUASPEN LIMITED

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting

It is recorded that

- 1 The written resolutions (the "**Resolutions**"), a copy of which are attached, were passed as a special resolution and as ordinary resolutions by or on behalf of the sole member of the Company who, at the date of the circulation of the Resolutions, was entitled to attend and vote at a general meetings of the Company
- 2 The Resolutions were signed by or on behalf of the sole member on 30/11/2016



Director/Secretary

No. 6120431

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of

**ACQUASPEN LIMITED**

(Effective 30/11/ 2016)

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