

Company Number: 08391144

**COMPANIES ACT 2006**  
**WRITTEN RESOLUTIONS OF SHAREHOLDERS OF**  
**MITSUBISHI HEAVY INDUSTRIES AIR-CONDITIONING EUROPE, LTD.**  
**(the "Company")**

Circulation date: 20th March 2019 ("the **Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed, in the case of resolution 1, as an ordinary resolution, and in the case of resolution 2, as a special resolution:

**ORDINARY RESOLUTION**

1. That:

to the extent that Ryoichi Kariya, by way of his appointment as a director of 3D Plus Ltd, would otherwise breach, and has, prior to the date of these Resolutions, breached, his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (as provided under section 175 of the Companies Act 2006) ("**Situational Conflict Duty**") or any corresponding common law duty to avoid a conflict of interest, any such breach shall not infringe his Situational Conflict Duty and is ratified in accordance with section 239 of the Companies Act 2006 or under common law (as appropriate).

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**SPECIAL RESOLUTION**

2. That in accordance with section 21 of the Companies Act 2006, the Company's articles of association are amended by:

(a) the insertion of the following new definition in article 1:

*"permitted group", means any body corporate in which the company holds directly or indirectly a shareholding interest, any body corporate which directly or indirectly owns a shareholding interest in the company (a "parent entity") or any other body corporate in which a parent entity holds a shareholding interest;*

(b) the deletion of the word "not" in article 16.

(c) the insertion of the following new article after the existing article 16 and the re-numbering of the existing articles 17 to 53 accordingly:

17 *Permitted Conflicts*

*A director, notwithstanding his office, may be a director or other officer of or employed by any other member of the permitted group, and no authorisation under article 16 shall be necessary in respect of any such interest.*

### AGREEMENT

We, the undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions.

Signed: 楠本 馨 Date: 20 March 2019

Name: Kaoru Kusumoto

Director and authorised signatory  
for and on behalf of Mitsubishi  
Heavy Industries Thermal Systems,  
Ltd.

### Notes

1. If you agree to the Resolution, please signify your agreement by signing and dating this document where indicated above, and returning it to the Company using one of the following methods:
  - by hand: deliver the signed document to Henrieta Marcincinova, Company Secretary, Mitsubishi Heavy Industries Air-Conditioning Europe, Ltd.
  - by post: send the signed document by post to Henrieta Marcincinova, Company Secretary, Mitsubishi Heavy Industries Air-Conditioning Europe, Ltd., 5 The Square, Stockley Park, Uxbridge UB11 1ET, United Kingdom.
  - by email: attach a scanned copy of the signed document to an email and send it to [henrieta\\_marcincinova@mhiae.com](mailto:henrieta_marcincinova@mhiae.com) with a copy also to [john\\_beckett@mhie.com](mailto:john_beckett@mhie.com) and [takahiko\\_yoshida.mhie.com](mailto:takahiko_yoshida.mhie.com). Please type **"Written resolution"** in the email subject box
2. If the Resolution is not agreed to, it will lapse at the end of 7 days from the Circulation Date. You will not be taken to have agreed to the Resolution until the Company actually receives this signed document from you, so please ensure that we receive it by the end of 7 days from the Circulation Date.
3. Once you have signified your agreement to the Resolution, you are not permitted to revoke your agreement.
4. If you do not agree with the Resolution, you do not need to do anything. You will not be deemed to agree if you do not reply.