

Company Number: 02642738

THE COMPANIES ACT 2006

FRIDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

VENT-AXIA CLEAN AIR SYSTEMS LIMITED

(the "Company")

Circulated on 26th July 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

- 1 That, pursuant to section 641(1)(a) of the companies act 2006, the share capital of the Company be reduced by £119,999, from £120,000, comprising 120,000 ordinary shares of £1 each, to £1, comprising 1 ordinary share of £1 each, by cancelling and extinguishing 119,999 of such issued ordinary shares of £1 each.
- 2 THAT the amount arising upon the reduction pursuant to Resolution 1 above be credited to the profit and loss reserves of the Company.

AGREEMENT

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

We, the undersigned, being the sole eligible member of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.

A handwritten signature in black ink, appearing to be 'H. S.', is written over a dotted line.

for and on behalf of
Vent-Axia Group Limited

Dated: 26th July 2018

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. 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.
3. If you agree with the Resolutions, please indicate your agreement by one of the following methods:
4. If you received the Resolutions by e-mail by replying to that e-mail and stating in your reply your name and that you agree to the Resolutions; or
5. by signing and dating this document where indicated above and returning it to the Company either:
6. by e-mail: by sending a scanned copy of the signed and dated Resolutions to Joe.Cobley@pwc.com; or
7. by hand: by delivering the signed and dated Resolutions to C/O Volution Group Plc, Fleming Way, Crawley, West Sussex, England, RH10 9YX "For the attention of the Director"; or
8. by post: by returning the signed and dated Resolutions by post to C/O Volution Group Plc, Fleming Way, Crawley, West Sussex, England, RH10 9YX marked "For the attention of the Director".
9. If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
10. 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.
11. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
12. When agreement to the Resolutions has been received from members representing 75% of the total voting rights in the case of Special Resolutions, the respective Resolutions will be deemed to have been passed.
13. If sufficient responses have not been received within the period of 28 days beginning with the Circulation Date for the Resolutions to pass they will lapse.
14. Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital (the date of such solvency statement being [] 2018), therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.

Company Number: 02642738

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

COPY OF SPECIAL RESOLUTIONS

OF

VENT-AXIA CLEAN AIR SYSTEMS LIMITED

("Company")

Passed on 26th July 2018

The following resolutions were duly passed as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

- 1 THAT, pursuant to Section 641(1)(a) of the Companies Act 2006, the share capital of the Company be reduced by £119,999, from £120,000, comprising 120,000 ordinary shares of £1 each, to £1, comprising 1 ordinary share of £1 each, by cancelling and extinguishing 119,999 of such issued ordinary shares of £1 each.
- 2 THAT the amount arising upon the reduction pursuant to Resolution 1 above be credited to the profit and loss reserves of the Company.

Signed.....

Director