

Number of Company 03360764

COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

(Pursuant to the Companies Act 2006)

of

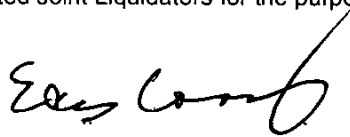
OLD CO. IMERGE LIMITED

Passed 18 August 2011

Via written resolution of the members of the above-named Company the subjoined RESOLUTIONS are duly passed, viz

1. **SPECIAL RESOLUTION** - That the Company be placed into Members Voluntary Liquidation
2. **ORDINARY RESOLUTION** - That John Anthony Dickinson and John Alfred George Alexander of Carter Backer Winter LLP, Enterprise House, 21 Buckle Street, London E1 8NN be appointed Joint Liquidators for the purposes of such winding-up

Signature



Edward Cooney

For and on behalf of Nortek (UK) Limited

Shareholder

Dated 18 August 2011

THURSDAY



A36 25/08/2011 33
COMPANIES HOUSE

OLD CO IMERGE LIMITED

Number of Company: 03360764

("the Company")

**STATEMENT TO BE ACCOMPANIED WITH WRITTEN RESOLUTION PURSUANT TO SECTION
291 (4) COMPANIES ACT 2006**

- 1 Please signify your agreement to the attached document containing the written resolutions in relation to the members voluntary liquidation of the Company ("the Written Resolution") by signing the Written Resolution where indicated and sending it to the directors of the Company in hard copy form or in electronic form
- 2 The written resolutions must be passed within 28 days of the date of circulation of the Written Resolution, which is on **18 August** 2011