

Registered Number. 04569321

## **VOLUTION VENTILATION GROUP LIMITED**

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

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### **SHAREHOLDER'S WRITTEN RESOLUTIONS CIRCULATED ON 14 DECEMBER 2012 PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions:

#### **SPECIAL RESOLUTIONS**

1. **THAT** the provisions of and transactions contemplated by
  - 1.1 a draft Swedish law governed share pledge agreement relating to the Company's entire shareholding in Volution Holdings Sweden AB to be entered into between (1) the Company and (2) GE Corporate Finance Bank SAS, London Branch as Security Agent,
  - 1.2 a draft director's certificate to be given by a director of the Company to GE Corporate Finance Bank SAS, London Branch as Agent, and
  - 1.3 any notices, letters and documents in connection with the above,be hereby approved and confirmed as being in the best interests of the Company and promoting the success of the Company for the commercial benefit and advantage of its members.

The documents referred to in paragraphs 1.1 to 1.3 above are collectively referred to below as the "**Documents**" and individually as a "**Document**".
2. **THAT** the terms of, and the transactions contemplated by the Documents and any other documents entered into pursuant thereto, including but not limited to, any borrowing, the provisions of any security, guarantees and indemnities be and are hereby approved, subject to such changes as the Company's Directors and/or authorised signatories, in their absolute discretion think fit, notwithstanding any provision of the Company's memorandum of association and articles of association
3. **THAT** the Directors and/or authorised signatories of the Company be and are hereby instructed to take any action and/or enter into the Documents and any other documents in connection with or pursuant to the terms of the Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provision of the Company's memorandum of association and articles of association

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Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions

We, the undersigned, being entitled at the time the resolutions were circulated to vote on the resolutions, **HEREBY IRREVOCABLY AGREE** to the resolutions being passed

Signed   
for and on behalf of Volution Holdings Limited

Date 14.12.2012

#### **GUIDANCE 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 by using one of the following methods.
  - **BY HAND** by delivering the signed copy to Tabitha Jenkins at CMS Cameron McKenna LLP, 160 Aldersgate Street, London EC1A 4DD
  - **BY POST** by returning the signed copy by post to Tabitha Jenkins at CMS Cameron McKenna LLP, 160 Aldersgate Street, London EC1A 4DD
  - **BY FAX:** by faxing the signed copy to 0207 367 2000 marked "For the attention of Tabitha Jenkins.
  - **BY E-MAIL** by attaching a scanned copy of the signed document to an e-mail and sending it to [tabitha.jenkins@cms-cmck.com](mailto:tabitha.jenkins@cms-cmck.com)

If you do not agree to the above resolutions, you do not need to do anything

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement
3. Unless, by the end of 90 days from the date set out at the start of these resolutions, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.