

Company Number: 04569321

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

COPY OF SPECIAL RESOLUTIONS

OF

VOLUTION VENTILATION GROUP LIMITED

("Company")

Passed on 31st 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** the allotment and issue (the "**Allotment**") of 1 ordinary share of £1 in the share capital of the Company to Volution Holdings Limited ("**VHL**") be and hereby is authorised.
- 2 **THAT**, subject to authorisation of the Allotment, the draft deed of novation between the Company and VHL (the "**Deed of Novation**") be and hereby is approved and that the Company be and hereby is authorised to enter into such deed.
- 3 **THAT** any director of the Company, notwithstanding any actual or potential conflict of interest or duty (the "**Conflict**") which may have arisen or may arise in relation to the Allotment and/or the Deed of Novation by virtue of any of the directors of the Company being directors or shareholders of other companies within the group to which the Company belongs be and hereby is authorised to approve, execute, sign, deliver and perform, and to procure to be executed, delivered, signed and performed, on behalf of the Company, all such agreements, certificates, instruments or other documents and to take all such other and further actions as it may be necessary to have approved, executed, signed, delivered, performed and taken on behalf of the Company in connection with the Allotment and/or the Deed of Novation. In particular, it is noted that the directors of the Company are directors of VHL which has been disclosed to the shareholder. On this basis, the shareholder authorises the Conflict and approves and ratifies the Allotment and the Deed of Novation.

Signed.......... (Director)

