

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

UMECO AMERICAS LIMITED

(the "Company")

CIRCULATION DATE 8th September 2014


Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as an ordinary resolution (the "Resolution")

ORDINARY RESOLUTION

THAT the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Act and article 11.4.1 of the Company's articles of association to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £1 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all subsisting authorities, to the extent unused

AGREEMENT

The undersigned, being the only member entitled to vote on the above Resolution hereby irrevocably agrees to the Resolution



Duly authorised, for and on behalf
Umeco Limited

FRIDAY



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COMPANIES HOUSE