

Company number: 09809490

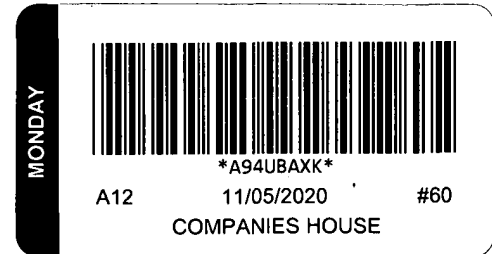
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**AIRFLOW COOLING HOLDINGS LIMITED**

**(the "Company")**



Circulation Date: *5 May* 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the director of the Company proposes that the resolution numbered 1 below be passed as an ordinary resolution of the Company and that the resolution numbered 2 below be passed as a special resolution of the Company (together the "**Resolutions**" and each a "**Resolution**");

**RESOLUTIONS**

**1. AUTHORITY TO ALLOT**

- 1.1 **THAT**, in accordance with section 551 of the Act, the director(s) of the Company be and are hereby generally and unconditionally authorised to allot 25 B ordinary shares of £1 each up to an aggregate nominal value of £25.00, provided that the authority in this Resolution 1 shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date upon which this Resolution 1 is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the director(s) of the Company may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution 1 has expired.
- 1.2 The authority in this Resolution 1 is in substitution for all previous authorities conferred on the director(s) of the Company in accordance with section 551 of the Act.

**2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

2.1 **THAT**, subject to the passing of Resolution 1 above, and in accordance with section 570 of the Act, the director(s) of the Company be and are hereby generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 above as if section 561(1) of the Act did not apply to any such allotment.

2.2 **THAT**, subject to the passing of Resolution 1 above, all rights of pre-emption contained in the Company's articles of association or otherwise be and are hereby waived and the director(s) of the Company be and are hereby authorised to exercise all powers of the Company to allot the following shares to the following person:

Name of Allottee	Number of B ordinary shares of £1 each
Thomas Staniforth	25

## AGREEMENT

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

The undersigned, being the sole eligible member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

*Dan Piercey*

DANIEL KYLE PIERCEY

Dated: *5 May 2020*

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by hand or by post to the Company at Charlotte House, Charlotte Road, Sheffield, South Yorkshire, England, S2 4ER.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date 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 during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.