

Company No: 09809490

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTIONS
OF
AIRFLOW COOLING HOLDINGS LIMITED
(Company)**

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006 (**CA 2006**), the following resolutions were duly passed on 19 October 2023 as ordinary or special resolutions as set out below:

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT

- 1.1 **THAT** in accordance with section 551 of the CA 2006 the Directors be and are hereby generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £300 provided this authority shall, unless renewed, varied or revoked by the Company expire on 31 December 2023.
- 1.2 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the CA 2006.

SPECIAL RESOLUTIONS

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of Resolution 1 above, and in accordance with section 570 of the CA 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 1 above as if section 561(1) of the CA 2006 did not apply to any such allotment and for all other purposes whatsoever and the directors be and are hereby authorised to issue and allot 270 A ordinary shares of £1 each and 30 B ordinary shares of £1 each to ACL Holdco Limited.

3. CAPITAL REDUCTION

- 3.1 **THAT**, in accordance with section 641(1)(a) of the CA 2006, the Company be and is hereby authorised to reduce its issued share capital from £500 to £200 by cancelling and extinguishing 270 A ordinary shares of £1 each in the capital of the Company held by Daniel Piercey and 15 B ordinary shares of £1 each in the capital of the Company held by Simon Staniforth and 15 B ordinary shares of £1 each held by Thomas Staniforth.

- 3.2 **THAT** the Solvency Statement signed by the sole director (a copy of which is attached hereto in accordance with section 642(2) of the CA 2006) be and is hereby approved.
- 3.3 **THAT** the sole director be and is hereby authorised and instructed to enter into and execute all such documents that he (in his absolute discretion) may deem necessary to effect the reduction of capital referred to in resolution 3.1 above.

D Piercey

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Daniel Piercey

Director