

Company Number: 11352032

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**COPY OF SPECIAL RESOLUTIONS**

**OF**

**VOLUTION VENTILATION UK LIMITED**

**("Company")**

**Passed on** 31<sup>st</sup> 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 draft deed of set-off between the Company and Volution Group Plc (the "**Deed of Set Off**") be and hereby is approved and that the Company be and hereby is authorised to enter into such deed.
- 2 **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 Deed of Set Off 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 Deed of Set Off. In particular, it is noted that the directors of the Company are directors of Volution Group Plc which has been disclosed to the shareholder. On this basis, the shareholder authorises the Conflict and approves and ratifies the Deed of Set Off.

Signed.....

Director

TUESDAY



LD3 \*L7BV2NWB\* 07/08/2018 #40  
COMPANIES HOUSE