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28/06/2014

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COMPANIES HOUSE

MVL

DOWNHOLE TECHNOLOGY LIMITED

COMPANY NUMBER: SC157994 (the "Company")

MEMBER'S WRITTEN RESOLUTION

The following resolutions were duly passed as ordinary and special resolutions on **3** June 2014 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

1. "the Company be wound up voluntarily under section 84(1) (b) of the Insolvency Act 1986."
2. "in accordance with the provisions of the Articles of Association, the Liquidator be and is hereby authorised to:
 - a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company;
 - b) Value any assets and determine how the distribution shall be carried out to the sole shareholder; and
 - c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole shareholder as the Liquidator so determine, but the sole shareholder shall not be compelled to accept any asset upon which there is a liability".
3. "pursuant to section 165(2)(a) of the Insolvency Act 1986, the Liquidator be and is hereby authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act."

ORDINARY RESOLUTIONS

4. "subject to the passing of resolution number 1, Ewen Alexander of Johnston Carmichael LLP, Bishop's Court, 29 Albyn Place, Aberdeen AB10 1YL be and is hereby appointed as Liquidator of the Company for the purpose of winding up the company's affairs and distributing its assets."
5. "the Liquidator's fees be fixed by reference to the time properly given by the Liquidator and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of the sole member,

such remuneration to be drawn monthly, or at such longer intervals as they may determine.”

6. “the Company’s books and records be held by the sole member to the order of the Liquidator, and may not be destroyed without the permission of the Liquidator which will not be forthcoming until twelve months after dissolution of the Company.”
7. “the Certificate of Appointment of the Liquidator together with the certificate copies of the resolutions passed herein, be signed by Neil Alexander Macleod “for and on behalf of the sole shareholder”.

Euan R Pringle

For and behalf of the Company

3/6/14

Date