

Company number SC398784
PRIVATE COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTIONS
OF
ENPRO SUBSEA LIMITED
(the "Company")

DATE PASSED: 10 MARCH 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as an ordinary resolution and resolution 2 is passed as a special resolution (the "**Resolutions**").

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot B Ordinary Shares of £0.01 each in the Company up to an aggregate nominal amount of £1.14 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

2. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolution 1 above.


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Director

FRIDAY



SCT 19/05/2017 #62
COMPANIES HOUSE