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20/05/2020

#146

COMPANIES HOUSE

Company number: 03371104

## THE COMPANIES ACT 2006

## COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION OF

## THE SALFORD VALVE COMPANY LIMITED (the Company)

20 March 2020 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as to resolution 1 as an ordinary resolution and as to resolution 2 as a special resolution.

## ORDINARY RESOLUTION

- 1 That, any previous authority to allot be revoked and for the purposes of section 551 of the Companies Act 2006 (the Act), the directors of the Company (the **Directors**) be authorised under section 551 of the Act to exercise all powers of the Company to grant rights to subscribe for, or to convert any security into, shares up to an aggregate nominal amount of £1,285.58, provided that this authority shall expire on 31 December 2023, unless such authority shall have been previously revoked or varied by the Company in general meeting, and save that the Company may before the expiry of the authority granted by this resolution make an offer or agreement which would or might require rights to be granted after such expiry and the Directors may grant such rights in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

## SPECIAL RESOLUTION

- 2 That, subject to the passing of resolution 1, the pre-emption rights contained in article 9.3 of the articles of association of the Company adopted by special resolution passed on 30 August 2019 are hereby disapplied so that the Directors shall be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the authority conferred upon them by resolution 1 up to an aggregate nominal amount of £239.04, as if such pre-emption rights and section 561(1) and subsections (1)-(6) of section 562 of the Act did not apply to any such allotment and such power is to expire on 31 May 2020 save that the Company may before the expiry of such powers make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.


## AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolutions.

|              | For | Against |
|--------------|-----|---------|
| RESOLUTION 1 | X   |         |
| RESOLUTION 2 | X   |         |

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, irrevocably votes in respect of the resolutions as indicated above.

Written Resolution

Signed:   
**Paul Martin**  
Dated: 23 March 2020 2020

Signed: \_\_\_\_\_  
**Ghasem Nasr**  
Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_  
Duly authorised, for and on behalf of **Foresight Williams Technology EIS Fund Limited** acting by  
its manager **Foresight Group LLP**  
Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_  
**Neil Dew-Gosling**  
Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_  
Duly authorised, for and on behalf **AWI Outsourcing Limited**  
Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_

**Paul Martin**

Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_

**Ghasem Nasr**

Dated: 23 March 2020 2020

Signed: \_\_\_\_\_

Duly authorised, for and on behalf of **Foresight Williams Technology EIS Fund Limited** acting by  
its manager **Foresight Group LLP**

Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_

**Neil Dew-Gosling**

Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_

Duly authorised, for and on behalf **AWI Outsourcing Limited**

Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_

**Paul Martin**

Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_

**Ghasem Nasr**

Dated: \_\_\_\_\_ 2020

Signed: *D. M. Hughes* *Member*

Duly authorised, for and on behalf of **Foresight Williams Technology EIS Fund Limited** acting by  
its manager **Foresight Group LLP**

Dated: *23<sup>rd</sup> March* 2020

Signed: \_\_\_\_\_

**Neil Dew-Gosling**

Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_

Duly authorised, for and on behalf **AWI Outsourcing Limited**

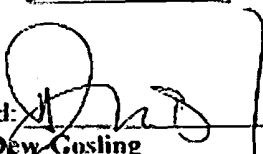
Dated: \_\_\_\_\_ 2020

Written Resolution

Signed: \_\_\_\_\_  
**Paul Martin**  
Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_  
**Ghasem Nasr**  
Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_  
Duly authorised, for and on behalf of **Foresight Williams Technology EIS Fund Limited** acting by  
its manager **Foresight Group LLP**  
Dated: \_\_\_\_\_ 2020

Signed:  \_\_\_\_\_  
**Neil Dew Gosling**  
Dated: 23 March 2020 2020


Signed: \_\_\_\_\_  
Duly authorised, for and on behalf **AWI Outsourcing Limited**  
Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_  
**Paul Martin**  
Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_  
**Ghasem Nasr**  
Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_  
Duly authorised, for and on behalf of **Foresight Williams Technology EIS Fund Limited** acting by  
its manager **Foresight Group LLP**  
Dated: \_\_\_\_\_ 2020

Signed: \_\_\_\_\_  
**Neil Dew-Gosling**  
Dated: \_\_\_\_\_ 2020

Signed:   
Duly authorised, for and on behalf **AWI Outsourcing Limited**  
Dated: 23 March 2020 \_\_\_\_\_ 2020

Written Resolution

## NOTES

- 1 If you wish to vote in favour of a resolution, please put an 'X' in the 'For' box below the relevant resolution. If you wish to vote against a resolution, please put an 'X' in the 'Against' box below the relevant resolution or leave both boxes blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- by hand: delivering the signed copy to Meryem Akcicek at Walker Morris LLP at 33 Wellington Street, Leeds LS1 4DL;
- by email: returning the signed copy to Meryem Akcicek at Walker Morris LLP at [meryem.akcicek@walkermorris.co.uk](mailto:meryem.akcicek@walkermorris.co.uk); or
- by post: returning the signed copy to Meryem Akcicek at Walker Morris LLP at 33 Wellington Street, Leeds LS1 4DL.

If you do not agree with a resolution, 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 a resolution, you may not revoke your agreement.
- 3 The resolution 1 is proposed an ordinary resolution. This means that it will be passed if the Company receives before the date that falls at the end of the period of 28 days beginning on the Circulation Date (the **Lapse Date**), signified agreement from a simple majority of the members of the Company. Where, by the Lapse Date, insufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us by 5.00 pm on the day before the Lapse Date.
- 4 The resolution 2 is proposed a special resolution. This means that it will be passed if the Company receives before the Lapse Date, signified agreement from members representing 75 per cent of the total voting rights of eligible members of the Company. Where, by the Lapse Date, insufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us by 5.00 pm on the day before the Lapse Date.
- 6 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.
- 8 If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.