

Company number 04434539

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

IES-Control Limited ("**Company**")

4th February 2016

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary ("**Resolution**")

ORDINARY RESOLUTION

AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £11 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 3rd February 2021 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 4th February 2016, hereby irrevocably agrees to the Resolution

Signed by **MARC BOZDOGAN** (a director) for
and on behalf of **VALVEFORCE LIMITED** as
attorney for **MICHAEL PARRY**

Date

4th February 2016



Signed by **MARC BOZDOGAN** (a director) for
and on behalf of **VALVEFORCE LIMITED** as
attorney for **VALERIE PARRY**

Date

4th February 2016

Signed by **MARC BOZDOGAN** (a director) for
and on behalf of **VALVEFORCE LIMITED** as
attorney for **DAVID HENNESSY**:

Date

4th February 2016

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods

By hand delivering the signed copy to Marc Bozdogan at Office 2, Greswolde House 197b Station Road, Knowle, Solihull, West Midlands, England, B93 0PU

Post returning the signed copy by post to Marc Bozdogan at Office 2, Greswolde House 197b Station Road, Knowle, Solihull, West Midlands, England, B93 0PU

Email by attaching a scanned copy of the signed document to an email and sending it to mbozdogan@valveforce.co.uk Please type "Written resolutions dated 4th February 2016" in the email subject box

If you do not agree to the 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 the Resolution, you may not revoke your agreement

3 Unless by 28th February 2016, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4 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.

5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.