

Company No 00624322

The Companies Act 1985 and The Insolvency Act 2003  
Company Limited by Shares  
**Written Resolutions of the Members**  
of  
**Danfoss UK Limited**  
("the Company")

WEDNESDAY



A15

31/12/2014

#347

COMPANIES HOUSE

We, the undersigned Members of the Company, for the time being entitled to receive notice to attend at General Meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed as resolutions at a General Meeting of the Company

**Special Resolution**

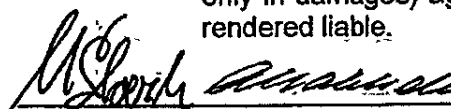
- a. THAT the Company be wound up voluntarily

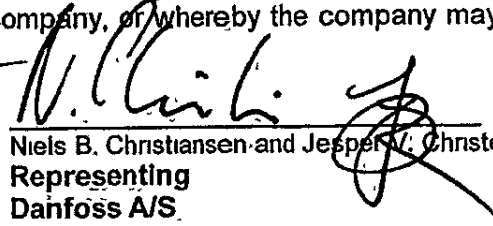
**Ordinary Resolutions**

- b. THAT Michaela Hall of Kingston Smith & Partners LLP, 105 St Peters Street, St Albans, Hertfordshire, AL1 3EJ be and is hereby appointed as Liquidator of the Company for the purposes of the winding up
- c. THAT the Liquidator's remuneration be agreed on time cost basis subject to a maximum of £6,000 plus disbursements and VAT (this sum includes £1,750 already approved by the Directors for the preparation of the Declaration of Solvency) in attending to matters arising in the winding up

**Special Resolution**

- e. THAT the Liquidator be and is hereby empowered pursuant to Section 165 of the Insolvency Act 1986 to exercise any of the powers specified in Part I, Schedule 4 of the Insolvency Act 1986.
- f. THAT in accordance with the provisions of the Company's Articles of Association the Liquidator be and is hereby authorised to distribute all or part of the assets of the Company in specie to the members in such proportions as he sees fit
- e. THAT in accordance with section 156(2) of The Insolvency Act 1986 and The Insolvency Rule 4.184 the Liquidator be granted the following specific sanctions under Part 1 of Schedule 4 to the Act.
- Power to pay any class of creditor in full,
  - Power to make any compromise or arrangement with creditors or persons claiming to be creditors, or having or alleging themselves to have any claims (present or future, certain or contingent, ascertained or sounding only in damages) against the company, or whereby the company may be rendered liable.

  
Kjeld Staerk and Anders Stahlschmidt  
Representing  
Danfoss Limited  
Member

  
Niels B. Christiansen and Jesper V. Christensen  
Representing  
Danfoss A/S  
Member

22 December 2014

22 December 2014