

Registered Number: 00209797

BLACK & DECKER INTERNATIONAL

(the "Company")

PRIVATE UNLIMITED COMPANY

**RESOLUTION
TO WHICH CHAPTER 3 OF PART 3
OF THE COMPANIES ACT 2006**

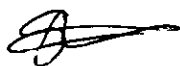
The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as an ordinary resolution and special resolutions on 29th June 2017:

ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £81,572,426 in A ordinary shares. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) 6 months from the date of this ordinary resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused.

SPECIAL RESOLUTIONS

2. **THAT** the statement in article 5.1 of the Company's articles of association immediately before 1 October 2009 as to the amount of its authorised share capital setting the maximum amount of shares that may be allotted by the Company be revoked.
3. **THAT**, in accordance with section 569 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined by section 560 of that Act) as if section 561 of that Act did not apply to any such allotment.



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Director/~~Secretary~~
Date 29th June, 2017

