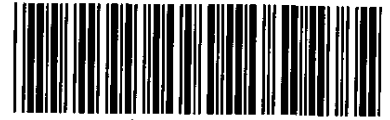


Company Number: 00209797

THE COMPANIES ACT 2006

UNLIMITED COMPANY

FRIDAY



A10 *A819VEZC* 15/03/2019 #44
COMPANIES HOUSE

**WRITTEN RESOLUTION OF THE SOLE MEMBER
OF
BLACK & DECKER INTERNATIONAL
(the “Company”)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution (the “**Resolution**”) is proposed by the directors of the Company as a special resolution. The Resolution is first circulated to the sole member of the Company on 26th February 2019 (the “**Circulation Date**”)

SPECIAL RESOLUTION

THAT, the special resolution passed on 8 November 2018 be rectified, due to a typographical error, to state “**THAT** the share capital of the Company be reduced by reducing the nominal value of each of the 437,691,359 fully paid Ordinary A shares from £1.00 to £0.01 to achieve a total reduction of £433,314,445, to be treated as a distributable reserve”.

THAT, the share capital of the Company be reduced by reducing the nominal value of:


- each of the fully paid Ordinary A shares from £0.01 to £0.000001; and
 - each of the fully paid Ordinary B shares from £1.00 to £0.000001,
- with the amount of £20,377,279 arising from the reduction to be treated as a distributable reserve.

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

We, the undersigned, were entitled to vote on the Resolution at the Circulation Date and irrevocably agree to the Resolution.

SIGNED by

for and on behalf of **STANLEY BLACK & DECKER UK GROUP LIMITED**)


.....

EXPLANATORY NOTES FOR SHAREHOLDERS:

1. If you agree to the Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods:
 - **BY HAND:** by delivering the signed copy to Mitre Secretaries Limited c/o George Yuill at CMS, Cannon Place, 78 Cannon Street, London EC4N 6AF.
 - **BY POST:** by returning the signed copy by post to Mitre Secretaries Limited c/o George Yuill at CMS, Cannon Place, 78 Cannon Street, London EC4N 6AF.
 - **BY E-MAIL:** by attaching a scanned copy of the signed document to an e-mail and sending it to George Yuill at george.yuill@cms-cmno.com.

If you do not agree to the above Resolution, you do not need to do anything.

2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that signification of your agreement reaches us before or on this date.
4. Sufficient agreement will have been reached to pass a special resolution if eligible members representing at least 75% of the total voting rights of eligible members signify their agreement to it.
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.