

The Companies Act 2006

Private Company Limited by Shares

Written Resolution
of

Welbilt UK Limited (the "Company")

SATURDAY



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23/07/2022

#134

COMPANIES HOUSE

Circulation Date:

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolution below is passed by the member of the Company as a special resolution.

We, the undersigned, being entitled as at the Circulation Date, to attend and vote at general meetings of the Company, **RESOLVE THAT** the following resolution be passed as a written resolution having effect as a special resolution (the "**Resolution**") of the Company:

SPECIAL RESOLUTION

Alteration of Articles of Association

THAT, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new article 12.4:

"12.4 Notwithstanding any other provision contained in these Articles, the Model Articles or the Act to the contrary:

12.4.1 Where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets, such share shall be exempt from all liens (whether present or future) in favour of the Company that would arise pursuant to these Articles or otherwise howsoever and the Company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by the party to whom such security interest has been granted that such security interest remains unreleased shall be conclusive evidence of fact.

12.4.2 The directors and/or the Company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security or a purchaser, transferee or other recipient of the shares from such bank, institution or other entity and a certificate signed by an official of such bank, financial institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact.

12.4.3 Any pre-emption rights conferred on existing members or any other person by these Articles or otherwise and any other restrictions on the transfer of shares contained in these Articles shall not apply where shares are being transferred by way of security to a bank, financial institution or a trust, fund or other entity which is regularly engaged

in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such bank, financial institution, or other entity) or a purchaser, transferee or other recipient of the shares from such bank, financial institution or other entity.”

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AGREEMENT

Before signifying your agreement to the Resolution please read the notes at the end of this document.

Please note that your agreement will only be counted in respect of the Resolution if you are entitled to vote on it. In addition, please note that by signing below you will be agreeing to the Resolution (if you are entitled to vote). Accordingly, if you do not wish to vote in favour of the Resolution please do not sign this document.

The undersigned, a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution (if he or she is entitled to vote):

Signed for and on behalf of **Welbilt (Halesowen) Limited**



Name: A. D. Gray

Title: Director

Date of signature: 19 July 2022

[Project Ascend – Signature page to Special Shareholder Resolution (Welbilt UK Limited)]

NOTES:

1. If you agree with the Resolution (if you are entitled to vote), please indicate your agreement by printing your name and signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By Hand:** delivering the signed copy to Ally Hammond at White & Case, 5 Old Broad Street, London, EC2N 1DW.
 - (b) **By Post:** returning the signed copy by post to Ally Hammond at White & Case, 5 Old Broad Street, London, EC2N 1DW.

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. Unless, by (and including) the date falling 28 days following the Circulation Date, sufficient agreement has been 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.
3. Once given, your agreement to the Resolution may not be revoked.
4. 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.