

Company Number 02735715

BWI Products Limited

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

25 November 2014 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by £94,699,884 by cancelling and extinguishing 94,699,884 ordinary shares of £1 each AND THAT the amount by which the share capital is reduced be credited to a distributable reserve of the Company

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

BY ORDER OF THE BOARD

J. F. Roberts
Director, BWI Products Limited



AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,
HEREBY IRREVOCABLY AGREE to the Resolution



Category A manager of Whirlpool International Manufacturing S.à r.l.

Dated. . 25/11/2014

Category B manager of Whirlpool International Manufacturing S.à r.l.

Dated . . .

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,
HEREBY IRREVOCABLY AGREE to the Resolution

Category A manager of **Whirlpool International Manufacturing S.à r.l.**

Dated



Category B manager of **Whirlpool International Manufacturing S.à r.l.**

Tony Whiteman
Dated 25 November 2014

NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to a director or by returning the signed copy by post to the registered address of the company or by attaching a scanned copy of the signed document in an email and sending it to lilia_sartu@whirlpool.com or monica_savioli@whirlpool.com
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse
- 5 A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document
- 6 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
- 7 A copy of this document was sent to the Company's auditors, Ernst Young LLP, on the Circulation Date