

7.3

Company number: 02757514

---

**PRIVATE COMPANY LIMITED BY SHARES**

---

**WRITTEN RESOLUTIONS  
OF  
TECO ELECTRIC EUROPE LIMITED**

(the "**Company**")

Circulated on 74.12. 2019 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions be passed as special resolutions of the Company (the "**Resolutions**"):

**SPECIAL RESOLUTIONS**

1. **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in article 4 of the articles of association of the Company (the "**Articles**"), is hereby revoked and deleted.
2. **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal value of £2,500,000, at such times and generally on such terms and conditions as the directors may determine (subject always to the Articles), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed.

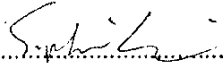
**AGREEMENT**

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

We, the undersigned, being the sole eligible member of the Company hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and that the Resolutions shall take effect as special resolutions.



**Signed by:**

.......... (Authorised Signatory)

.......... (Authorised Signatory)

**for and on behalf of  
Teco Electric & Machinery Co. Ltd**

**Dated:** 24.12. **2019**

**NOTES**

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by using any of the following methods:
  - By email (by attaching a scanned copy of the signed document to an email and sending it to [sarah.a.monaghan@pwc.com](mailto:sarah.a.monaghan@pwc.com)).
  - By post (by returning the signed copy to PricewaterhouseCoopers LLP, Cornwall Court, 19 Cornwall Street, Birmingham B3 2DT marked for the attention of Sarah Monaghan).
3. If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
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. If you require any assistance in completing this document, please contact [sarah.a.monaghan@pwc.com](mailto:sarah.a.monaghan@pwc.com).