

The Companies Act 2006
Private company limited by shares
Ordinary and Special resolutions

of
ACDTRIDON (HOLDINGS) LIMITED (Company)
(company number 03113491)

Under section 288 Companies Act 2006 on 8 October 2014, the following ordinary and special resolutions were passed as written resolutions

Ordinary Resolution

That

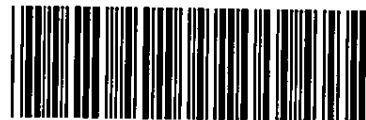
- 1 the directors of the Company are generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £500,000 (five hundred thousand pounds) This authority will, unless renewed, varied or revoked by the Company, expire on 31 December 2017, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after it has expired and the directors may allot shares or grant Rights under any such offer or agreement notwithstanding that the authority conferred by this resolution has expired

Special Resolution

- 2 That subject to the passing of resolution 1 above and in accordance with section 570 Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 Companies Act 2006) pursuant to the authority conferred by resolution 1 above, as if section 561 Companies Act 2006 did not apply to any such allotment, provided that this power will
 - 2 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £500,000 (five hundred thousand pounds), and
 - 2 2 expire on 31 December 2017 (unless renewed, varied or revoked by the Company prior to that date) but the Company may, before such expiry, make an offer or agreement which would or might require equity securities (as so defined) to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement notwithstanding that the power conferred by this resolution has expired

Director
ACDTRIDON (HOLDINGS) LIMITED

THURSDAY



LD7 "L3IMBEYB" #7
16/10/2014
COMPANIES HOUSE

ACDTRIDON (HOLDINGS) LIMITED (Company)
(company number 03113491)

Private company limited by shares

Written Resolutions

8 October 2014 (Circulation Date)

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolution 2 below is passed as a special resolution (**Resolutions**)

Ordinary Resolution

That

- 1 the directors of the Company are generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £500,000 (five hundred thousand pounds) This authority will, unless renewed, varied or revoked by the Company, expire on 31 December 2017, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after it has expired and the directors may allot shares or grant Rights under any such offer or agreement notwithstanding that the authority conferred by this resolution has expired

Special Resolution

- 2 That subject to the passing of resolution 1 above and in accordance with section 570 Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 Companies Act 2006) pursuant to the authority conferred by resolution 1 above, as if section 561 Companies Act 2006 did not apply to any such allotment, provided that this power will
 - 2 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £500,000 (five hundred thousand pounds), and
 - 2 2 expire on 31 December 2017 (unless renewed, varied or revoked by the Company prior to that date) but the Company may, before such expiry, make an offer or agreement which would or might require equity securities (as so defined) to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement notwithstanding that the power conferred by this resolution has expired



Agreement

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

The undersigned, being the member entitled to vote on the Resolutions on the Circulation Date, irrevocably agrees to the Resolutions



TOMKINS AUTOMOTIVE COMPANY S.À R.L.

Société à responsabilité limitée

23-25 rue Notre-Dame, L-2240 Luxembourg

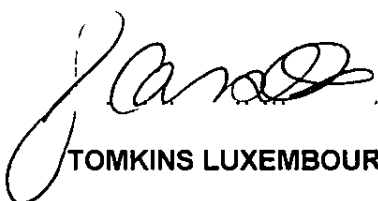
Share capital USD 100 000,00

R C S Luxembourg B 115665

Represented by Ms Geraldine Cassells

Title Authorized manager

Date 8 October 2014



TOMKINS LUXEMBOURG S.À R.L.

Société à responsabilité limitée

23-25 rue Notre-Dame, L-2240 Luxembourg

Share capital USD 113 750,00

R C S Luxembourg B 86644

Represented by Ms Geraldine Cassells

Title Manager

Date 8 October 2014