

Company No 03179466

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of
BERRINGTON UK (the "**Company**")

Passed on *9 December* 2011

WEDNESDAY



A29 *A0ONEY2H* 21/12/2011 #160
COMPANIES HOUSE

The directors of the Company propose that the following written resolutions ("**Resolutions**") in the case of 1 below be passed as an ordinary resolution and in the case of 2 below be passed as a special resolution pursuant to Part 13, Chapter 2 Companies Act 2006

ORDINARY RESOLUTION

THAT

1

- (a) the directors be generally and unconditionally authorised for the purpose of s551 Companies Act 2006 to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to a maximum aggregate nominal amount of £150,000 to such persons at such times and upon such conditions as the directors may determine (subject to the Company's articles of association) during the period expiring at the end of five years from the date of the passing of this resolution, this authority being in substitution of any part of any pre-existing authorisation not already exercised at the date of the passing of this resolution; and
- (b) the Company may at any time before the expiry of that authority make an offer or agreement which would or might require shares to be allotted, or Rights to be granted, pursuant to that authority after its expiration and the directors may allot shares or grant Rights in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTION

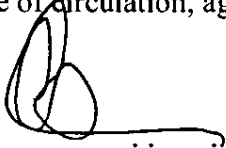
2

THAT the directors of the Company be empowered pursuant to s569 Companies Act 2006 to allot equity securities as if s561 of that Act did not apply to the allotment For the purposes of this resolution, the expression "equity securities" and references to

the allotment of equity securities respectively have the meanings given to them in s560 Companies Act 2006

Members are advised to read the statement accompanying these Resolutions before signifying their agreement to the Resolutions

The undersigned, being a member of the Company entitled to vote on the Resolutions as at the date of circulation, agree to the Resolutions

A handwritten signature in black ink, appearing to be 'Giles Hudson', written over a horizontal line.

Giles Hudson, duly authorised for
and on behalf of ITW UK

Dated 9. December 2011 . . ,

Statement accompanying Written Resolutions

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below
- 2 This document must be sent to the Company using one of the following methods
 - (a) by hand by delivering the signed copy to Jonathan Smith at Admiral House, St Leonard's Road, Windsor, Berkshire, SL4 3BL, or
 - (b) by post by returning the signed copy to Jonathan Smith at Admiral House, St Leonard's Road, Windsor, Berkshire, SL4 3BL
- 3 Once you have signified your agreement to the Resolutions, that agreement may not be revoked
- 4 If you do not agree to the Resolutions, you do not need to do anything in relation to this document. You will not be deemed to agree to the Resolutions if the Company does not receive a signed copy of this document from you
- 5 The Resolutions will lapse if they are not passed by 31 December 2011 ("**lapse date**") Your agreement to the Resolutions will be ineffective if signified after the lapse date, so please ensure that your agreement reaches the Company on or before that date
- 6 If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority to the Company together with this document