

Company Number: 03179466

BERRINGTON UK

(the "**Company**")

SOLE MEMBER'S WRITTEN RESOLUTIONS

19 NOVEMBER 2018 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions (the "**Ordinary Resolutions**") and resolution 2 below is passed as a special resolution (the "**Special Resolution**").

ORDINARY RESOLUTIONS


1. THAT, in accordance with paragraph 43 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (the "**Transitional Provisions**"), the directors be and are hereby authorised to exercise any power of the Company under section 550 of the Companies Act 2006.
2. THAT the articles of association of the Company be amended by deleting any provision of the kind referred to in paragraph 42(1) of Schedule 2 to the Transitional Provisions.

SPECIAL RESOLUTION

3. THAT the articles of association of the Company be amended by deleting article 2, such deletion not to affect the article numbering of the remaining articles.

Please read the Notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolution (together the "**Resolutions**") below.


BY ORDER OF THE BOARD


.....
Giles Hudson, Director



AGREEMENT

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



Name: Giles Hudson
duly authorised signatory
for and on behalf of
ITW Holdings VII Limited

Dated: 19 NOVEMBER 2017

NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received by the Resolutions to pass it will lapse.
4. A copy of this document was sent to the Company's auditors on the Circulation Date.