

Company No. 03983133

The Companies Act 2006

Private Company Limited by Shares

Written Resolution

Of

Kohler Showers Holdings Limited

16/03/23 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Kohler Showers Holdings Limited (the "**Company**") propose that the resolution below is passed as a special resolution (the "**Special Resolution**").

Special Resolution:


1. That the capital of the Company be and is reduced from £74,419,174.00 to £1 by cancelling and extinguishing 74,419,173 of the ordinary shares of £1 each in the capital of the Company, each of which is issued as fully paid and the amount by which the share capital is so reduced shall be credited to a reserve.

Important:

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

The undersigned, being the sole person entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably agrees to such Special Resolution.

Name: Thomas G. Adler

Signed: 

duly authorised signatory
for and on behalf of
Kohler Euro Confluence Limited
Number of ordinary shares: 74,419,174

Date:16/03/23.....

Notes

1. A solvency statement by the directors of the Company dated 16/03/23 made pursuant to Section 643, Companies Act 2006 is attached (the "**Solvency Statement**").
2. If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by email (by attaching a scanned copy of the signed document to an email and sending it to jennifer.goode@kohler.com, marked for the attention of Jennifer Goode).
3. The Special Resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). **In order to be effective sufficient votes to pass the Special Resolution must have been cast within 15 days of the date of the Solvency Statement.** Please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Special Resolution.
4. Once you have signified your agreement to the Special Resolution such agreement cannot be revoked.