

**AUTOGARD HOLDINGS LIMITED (the "Company")**

Company Number: 04421929

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 ("CA 2006") MADE ON 30 JANUARY 2018**

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006.

As set out in the written resolution circulated to the Company's sole shareholder, Rexnord Industries (UK) Limited (the "Shareholder"), the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 (the "Solvency Statement") on 29 January 2018 and the resolution approving the reduction of capital (the "Resolution") was passed as a written resolution on 30 January 2018.

We confirm that:

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed; and
- A copy of the Solvency Statement was provided to the Shareholder in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to every eligible shareholder at or before the time at which the proposed Resolution was sent or submitted.

Signed by:

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**Malcolm Clive Waddell**

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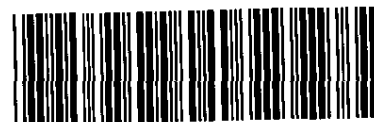
**Daniel James Klon**

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**Stefan Jerg Grevling**

Dated: 30 January 2018

MONDAY



\*S70KJ71C\*

SPE

26/02/2018

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COMPANIES HOUSE