

AUTOGARD HOLDINGS LIMITED (the "Company")

Company Number: 04421929

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE
COMPANIES ACT 2006 ("CA 2006") MADE ON 12 NOVEMBER 2019**

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 11 November 2019 and the resolution approving the reduction of capital (the "Resolution") was passed as a written resolution on 12 November 2019.

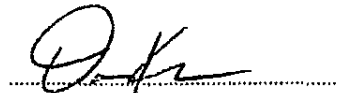
We confirm that:

- 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.

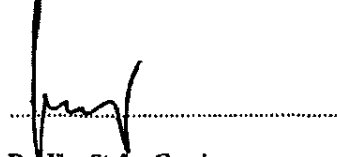
Signed by:



Malcolm Clive Waddell



Daniel James Klun



Dr. Jörg Stefan Greving

Dated: 12 November 2019

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SATURDAY



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RM

23/11/2019

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COMPANIES HOUSE