

Company Number: 04421929

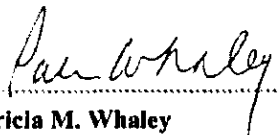
**WRITTEN RESOLUTION of
AUTOGARD HOLDINGS LIMITED (the "Company")**

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolution set out below is passed by Rexnord Industries (UK) Limited, the Company's sole shareholder (the "Shareholder"), as a special resolution (the "Resolution").

SPECIAL RESOLUTION

"The issued share capital of the Company be reduced from £69,493,235 to £43,493,235 by cancelling and extinguishing 26,000,000 of the issued Ordinary shares of £1 each in the Company, each of which is fully paid up, and the amount by which the share capital is so reduced be repaid to the holder of those shares".

The undersigned, being a director of the Shareholder, and having considered the Solvency Statement made by the Directors of the Company on 8 June 2017, hereby irrevocably agrees to the Resolution:


.....
Patricia M. Whaley
Director
Rexnord Industries (UK) Limited

Dated: June 9, 2017
.....

SATURDAY



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24/06/2017

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COMPANIES HOUSE