

Company Number: 05293427
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS

MONDAY



of

ESAB GROUP RUSSIA LIMITED (the Company)

(passed on 6th November 2013)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following resolutions be passed as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** the Company enters into the following documents relating to the Credit Agreement and the HSBC L/C Facility Agreement (each term as defined below)
 - (a) any document, contract or deed necessary or desirable in connection with the \$2,100,000,000 multicurrency term and revolving facilities credit agreement dated 12 September 2011, as amended by a first amendment to the credit agreement dated 13 January 2012 and by a second amendment to the credit agreement dated 22 February 2013, between, among others, Colfax Corporation as a borrower, Colfax UK Holdings Ltd (the **Purchaser**) and Deutsche Bank AG New York Branch as administrative agent, swing line lender and L/C issuer (the **Credit Agreement**) including the amendments to the Credit Agreement as set out in the final version of the term sheet in respect of a third amendment to the Credit Agreement, and
 - (b) any document, contract or deed necessary or desirable in connection with an amended and restated letter of credit facility agreement dated as of 17 May 2013 between, *inter alia*, HSBC Bank USA, National Association, HSBC Bank plc, Colfax Corporation, the Purchaser and the Company (as amended, supplemented, novated or restated from time to time) (the **HSBC L/C Facility Agreement**) including any amendments to the HSBC L/C Facility Agreement,the documents at paragraph (a) and (b) above being the **Amendment Documents**
- 2 **THAT** the execution, delivery and performance by the Company of its obligations under the Amendment Documents and any related documents are hereby approved
- 3 **THAT** the Company may enter into any future transactions to incur debt and/or guarantee the debt of the Purchaser group and/or any member of the Colfax Corporation group as contemplated under the Credit Agreement (the **Future Debt**)
- 4 **THAT** the directors have authority to approve the terms of, and the transactions contemplated by, any document under which any Future Debt is or will be incurred and/or guaranteed and any related document (each a **Future Debt Document**).

- 5 **THAT** the incurring and/or guaranteeing by the Company of Future Debt is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole
- 6 **THAT** the directors have authority to approve the terms of, and the transactions contemplated by, the Amendment Documents and any related document.
- 7 **THAT** the entry by the Company into the proposed transactions (including the giving of any guarantee and security) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole
- 8 **THAT** a director of the Company may have an interest by virtue of being a director or officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company (as defined below), and no authorisation by the board of directors of the Company shall be required in respect of any such interest.

For the purpose of this resolution, **Relevant Company** means

- (i) the Company,
- (ii) any subsidiary undertaking of the Company;
- (iii) any parent undertaking of the Company or a subsidiary undertaking of any such parent undertaking,
- (iv) any body corporate promoted by the Company, and
- (v) any body corporate in which the Company is otherwise directly or indirectly interested,

and 'subsidiary undertaking' and 'parent undertaking' shall be construed in accordance with sections 1161 and 1162 of the Companies Act 2006

- 9 **THAT** the directors of the Company authorise any matter that may constitute or give rise to a situation in which a director of the Company has or can have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company for the purposes of section 175 of the Companies Act 2006, and specifically that Mark Paul Lehman, Eileen Annabelle Raperport, Guy Rostron and Robin Clark are authorised to vote and form part of the quorum at a meeting of the board of directors

10 **THAT**

- (a) any director, acting individually or jointly, is authorised to
 - (i) agree any amendments and/or restatements to the Credit Agreement and the HSBC L/C Facility Agreement;
 - (ii) agree the terms of any Amendment Documents or any related document; and
 - (iii) sign on behalf of the Company the Amendment Documents or any related document,
- (b) the execution of any Amendment Documents or related document as a deed be authorised and that this be effected by any director signing that document in the presence of a witness or by any two authorised signatories on behalf of the Company, and

- (c) any director is authorised to
 - (i) sign any other document, certificate or notice to be sent by the Company in connection with the Credit Agreement, the HSBC L/C Facility Agreement, the Amendment Documents or any related document, and
 - (ii) take any other action necessary or desirable in connection with the transactions contemplated by the Credit Agreement, the HSBC L/C Facility Agreement the Amendment Documents or any related document

11 **THAT**

- (a) the Company may enter into any Future Debt Document,
- (b) any director, acting individually or jointly, is authorised to.
 - (i) agree the terms of Future Debt Document, and
 - (ii) sign on behalf of the Company any Future Debt Document,
- (c) the execution of any Future Debt Document as a deed be authorised and that this be effected by any director signing that document in the presence of a witness or by any two authorised signatories signing on behalf of the Company, and
- (d) any director, acting individually or jointly, is authorised to
 - (i) sign any other document, certificate or notice to be sent by the Company in connection with any Future Debt Document, and
 - (ii) take any other action necessary or desirable in connection with the transactions contemplated by any Future Debt Document

12. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association

Agreement of eligible members

The undersigned being the sole eligible member on 6 November 2013 (the **circulation date**) irrevocably agrees to the resolutions set out above

Signed by



For ESAB Holdings Limited

Date 6/11/2013

Eligible members must signify their agreement to the proposed resolutions as follows (i) **by hand**, by delivering a signed copy to Rita Herring, Colfax Corporation, 8170 Maple Lawn Blvd , Suite 180, Fulton, MD 20759, United States of America; or (ii) **by post**, by sending a signed copy to Rita Herring, Colfax Corporation, 8170 Maple Lawn Blvd , Suite 180, Fulton, MD 20759, United States of America or (iii) **by e-mail**, by sending a scanned signed copy of the resolutions to Rita Herring at rita.herring@colfaxcorp.com. Eligible members must signify their agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.