

Company number: 05420060

MELROSE UK HOLDINGS LTD

(the "Company")

WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY

CIRCULATION DATE: 8 December 2017

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

To be passed, the Special Resolution must be passed by member(s) representing not less than 75% of the total voting rights of eligible members.

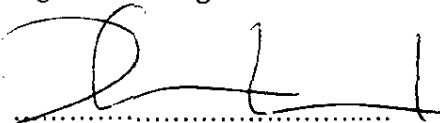
SPECIAL RESOLUTION

THAT the existing share capital of the Company be reduced by cancelling and extinguishing 162,540,293 ordinary shares of £1 each in the capital of the Company and accordingly such cancelled shares shall cease to form part of the Company's share capital.

AGREEMENT

The member named below, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date, hereby irrevocably agrees to the above resolution.

Signature of eligible member:



Melrose PLC

Date: 8 December 2017

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14/12/2017

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COMPANIES HOUSE

NOTES

1. *If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy or electronic form.*
2. *If you do not agree to the resolution you do not need to do anything; you will not be deemed to agree if you fail to reply.*
3. *Your agreement to the resolution, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolution to pass then it will lapse.*
4. *A copy of these resolutions have been sent to the auditors.*