

Company No: 06352297

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS IN WRITING
of
GRAINGER EUROPE (NO 4) LIMITED
(the "Company")
Passed the 4 day of October 2012**

By written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the sole member of the Company who, at the date of circulating the resolutions, was entitled to vote on the resolutions the following resolutions of the Company were duly passed

Special Resolution

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted

Ordinary Resolution

THAT, the directors are authorised by this resolution and by section 550 Companies Act 2006 to allot ordinary shares in the capital of the Company and to grant rights to subscribe for, or to convert any security into, such shares in the Company

Signed



Director

MARK GREENWOOD

Dated

4 Oct

2012

