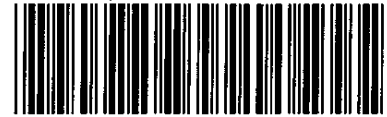


MONDAY



LD1 *L7FMA6U8* #85
01/10/2018
COMPANIES HOUSE

Company Number 10736390

GCP Applied Technologies Holdings (UK) Limited
(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

26 September 2018 (the "Circulation Date")

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

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by USD 40,000,000 by:

- reducing by USD 40,000,000 the share premium account of the Company

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

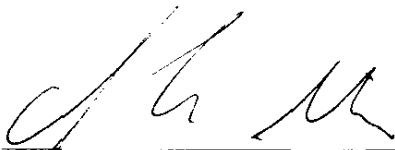
Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

BY ORDER OF THE BOARD

Director

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution.



duly authorised signatory

for and on behalf of

GCP (UK) Holdings Limited

Dated: 26 SEPTEMBER 2018

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to Robert Gray at 100 New Bridge Street or attaching a scanned copy of the signed document to an e-mail and sending it to Robert.Gray@bakermckenzie.com.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of member.
5. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.