

WRITTEN RESOLUTIONS OF THE DIRECTORS

of

ESCO UK GLOBAL HOLDINGS LTD

(Company number: 11470875)

(the "Company")

Date: 19 July 2021 (the "Circulation Date")

1 GENERAL AUTHORISATION

In accordance with chapter 2 of part 13 of the Companies Act 2006 (the "**Act**") the directors of the Company propose the following resolutions, which are proposed as special resolutions as indicated below (the "**Resolutions**"), duly incorporated into the Company's articles of association (the "**Articles**") by Article 4(1) of the Articles, we, being all the directors of the Company who, at the date of these resolutions are entitled to attend and vote at a meeting of the directors of the Company, hereby unanimously pass the following resolutions as written resolutions.

2 PURPOSE OF THE WRITTEN RESOLUTIONS

- 2.1 It is noted that the purpose of these Resolutions is to consider and, if thought fit, approve the cancellation of an amount standing to the credit of the share premium account of the Company of US\$58,178,660, and that the amount so cancelled be credited to the distributable reserves of the Company (the "**Reduction**")

3 DOCUMENTS AND PROCEDURE

- 3.1 It is noted that it is proposed that the Reduction be effected by means of the solvency statement procedure provided by sections 641 to 644 of the Companies Act 2006.

- 3.2 Drafts of the following documents are annexed to these Resolutions:

- (a) a solvency statement required to be made by all the Directors in accordance with section 642 of the Companies Act 2006 (the "**Solvency Statement**");
- (b) a special resolution of the members of the Company authorising the Reduction and proposed to be passed as a written resolution (the "**Reduction Resolution**");
- (c) a statement required to be made by the Directors in accordance with section 644(5) of the Companies Act 2006 to confirm that the Reduction Resolution was duly passed no more than 15 days of the date of the Solvency Statement and provided to members in accordance with section 642(2) or (3), as appropriate (the "**644(5) Confirmation**"); and
- (d) a completed statement of capital stating the requisite details of the share capital and number of shares in the Company following the Reduction (the "**Statement of Capital**") which is required to be filed at Companies House, together with the Solvency Statement, Reduction Resolution and 644(5) Confirmation, within 15 days of the passing of the Reduction Resolution,

(together, the "**Documents**").

- 3.3 It is noted that the Company's Articles of Association do not contain any restriction or prohibition on a reduction of capital by the Company.

4 SOLVENCY STATEMENT

- 4.1 It is noted that the Solvency Statement comprises of statements that each of the Directors has formed the opinion that:

- (a) as regards the Company's situation at the date of the Solvency Statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts; and
- (b) the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of the Solvency Statement.

- 4.2 The Directors note in particular that in forming those opinions, they will have to take into account all of the Company's liabilities (including any contingent or prospective liabilities).

- 4.3 In connection with the proposed Reduction in general, and the Solvency Statement in particular, the directors reviewed the draft accounts of the Company as at 23 June 2021 for the year ended 30 September 2020, as well as interim accounts as of 30 June 2021, and considered the current trading and financial position and prospects of the Company based on its activities after such date. Although such interim accounts have been prepared in accordance with US GAAP, it was noted that the differences between US GAAP and UK GAAP for purposes of these draft accounts is expected to be minimal.

- 4.4 It was noted that the Company acted solely as a holding company and as such had no actual or contingent third-party liabilities or third-party creditors (present and future) and that the Company would, following the Reduction, continue to have the resources necessary to meet all debts and liabilities (present, future, actual, and contingent) as they fall due.

- 4.5 It was further noted that, in the unlikely event that any third-party obligations arose and the Company was unable to settle these obligations as they became due, the Company's ultimate parent company, ESCO Technologies Inc. (the "Ultimate Parent") would contribute sufficient funds to satisfy these obligations. It was noted that this is common practice for the Ultimate Parent with all of its wholly-owned subsidiaries (including the Company).

- 4.6 The Directors note that if they give the Solvency Statement without having reasonable grounds for the opinions expressed in it (and the statement is delivered to Companies House) every Director in default would commit an offence punishable by a fine and/or imprisonment of up to two years.

5 APPROVAL OF CAPITAL REDUCTION

- 5.1 After due consideration of the matters being considered by these Resolutions and the documents annexed to them:

- (a) it is resolved that the Reduction would be likely to promote the success of the Company for the benefit of its members as a whole;
- (b) each of the Directors confirm that he or she approves the opinions expressed in the Solvency Statement; and

- (c) it is resolved that the form of each of the Documents be approved (subject, other than as regards to the Solvency Statement, to such amendment as any Director may approve in his absolute discretion).

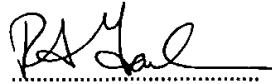
5.2 Accordingly, it is further resolved that:

- (a) each of the Directors sign the Solvency Statement;
- (b) the Reduction Resolution, accompanied by a copy of the Solvency Statement, be circulated ESCO Luxembourg Holding LLC S.C.S (being the sole member of the Company) for signature and sent to the Company's auditors;
- (c) subject to the Reduction Resolution being passed in accordance with the requirements of the Companies Act 2006:
- (i) each of the Directors sign the 644(5) Confirmation; and
- (ii) the Statement of Capital be signed by any of the Directors; and
- (d) any Director be authorised to agree the terms of, approve and execute as a deed (either in the presence of a witness who attests the signature or with any other Director) or sign any other document which he or she might consider necessary or desirable for or incidental to the performance of the above matters.



David Matthew Schatz

Dated 19 July 2021



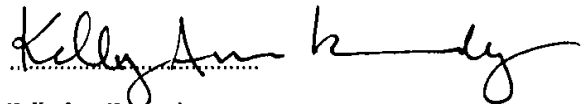
Richard Garretson

Dated 19 July 2021



Richard John Heywood

Dated 2021



Kelly Ann Kennedy

Dated 19 July 2021

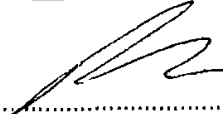
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