

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' WRITTEN RESOLUTION

of

ESCO UK GLOBAL HOLDINGS LTD

(Company number: 11470875)

(the "Company")

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

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") the directors of the Company propose that the following resolution be passed as a special resolution of the Company (the "**Resolution**"):

SPECIAL RESOLUTION

1 **THAT:**

- (a) an amount standing to the credit of the share premium account of the Company equal to the sum of US\$58,178,660 be cancelled;
- (b) the amount so cancelled be credited to distributable reserves of the Company; and
- (c) the directors be and are hereby authorised to do all acts and things which they may consider appropriate to implement the foregoing.

Please read the notes below before signifying your agreement to the resolution.

The undersigned, being the sole member of the Company entitled to vote on the above resolution on the circulation date, hereby irrevocably agree to the resolution.

~~Signed by~~.....

Signature.....

David Matthew Schatz, Assistant Secretary

for and on behalf of **ESCO LUXEMBOURG
HOLDING LLC S.C.S**

Represented by its general partner ESCO
Luxembourg Holding LLC

Date: 19 July 2021

Notes

- 1 Please find accompanying this draft resolution a copy of the solvency statement made by all the directors for the purposes of section 642 Companies Act 2006 and dated 19 July 2021.
- 2 If you agree with the Resolution, please signify your agreement by signing and dating this document and returning it to the Company by hand or by post at the registered office address of the Company, marked for the attention of the Company Secretary.
- 3 For the resolution to be passed, you must consent to the Resolution being passed during the period of 28 days beginning on the Circulation Date. However, for the proposed reduction to proceed, your agreement must be received within 15 days after the date of the solvency statement (as it is a specific requirement of the Companies Act 2006 that the solvency statement be dated no more than 15 days before the date of the special resolution to approve it).
- 4 Your agreement to the Resolution, once signed and received by the Company, may not be revoked.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.