

Specialty Measurement Holdco Limited
48 Lancaster Way Business Park
Ely
England
CB6 3NW

The Directors
Specialty Measurement Bidco Limited
48 Lancaster Way Business Park
Ely
England
CB6 3NW

19 October 2023

Dear Directors

Agreement of the member of Specialty Measurement Bidco Limited (registered with company number 12961312) (Company) to the audit exemption under section 479A of the Companies Act 2006

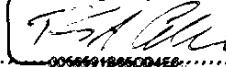
We, being the sole member of the Company agree, for the purposes of section 479A(2)(a) of the Companies Act 2006, to the Company adopting the exemption from audit under section 479A of the Companies Act 2006 for the financial year ending 31 December 2022.



Signed by **Ramzi Gedeon** for
and on behalf of Specialty Measurement
Bidco Limited

Date

DocuSigned by:



0055591805CD4E8

19 October 2023

Signed by **Ramzi Gedeon** for
and on behalf of Specialty Measurement
Holdco Limited

Date

DocuSigned by:



0055591805CD4E8

19 October 2023

Company Number: 12961312

Specialty Measurement Bidco Limited

(the **Company**)

Resolutions of the sole director approved on 19 October **2023**

1 PRELIMINARY

In accordance with the Company's articles of association in force at the date of these resolutions, Ramzi Gedeon, being the sole director of the Company (the **Sole Director**), is able to take decisions and exercise all the powers and discretions vested in the directors generally.

2 PURPOSE OF THE RESOLUTIONS

- 2.1 The Company is a subsidiary of Specialty Measurement Holdco Limited (**Parent**).
- 2.2 It is noted that the purpose of the resolutions is to approve the Company taking an audit exemption for the financial year ending 31 December 2022 pursuant to section 479A of the Companies Act 2006 (**Proposed Exemption**) and to tend to certain formalities in connection with the Proposed Exemption.

3 DOCUMENTS

- 3.1 The following documents are attached to these resolutions:
- 3.1.1 A completed Companies House Form AA06 (Statement of guarantee by a parent undertaking of a subsidiary company), to be executed by the Sole Director on behalf of the Company and by the sole director of the Parent, under which the Parent provides a statement of guarantee of all outstanding liabilities of the Company for the financial year ending on 31 December 2022 in accordance with section 479C of the Companies Act 2006 (**Statement of Guarantee**); and
- 3.1.2 A form of agreement of the sole member of the Company agreeing to the Company taking the Proposed Exemption (**Member's Agreement**).
- 3.2 By signing these resolutions, the Sole Director confirms that he has read and carefully considered the terms of the documents listed above, in particular that:
- 3.2.1 the Statement of Guarantee satisfies the requirements of section 479C(2) of the Companies Act 2006;
- 3.2.2 the Company meets the exemption criteria set out in section 479A(1) of the Companies Act 2006 but the Proposed Exemption is conditional on compliance with all of the following conditions:

- (a) all members of the Company must agree to the Proposed Exemption in respect of the financial year in question;
- (b) the Parent must give a guarantee under section 479C of the Companies Act 2006 in respect of that year;
- (c) the Company must be included in the consolidated accounts drawn up for that year or to an earlier date in that year by the Parent in accordance with the requirements of Part 15 of the Companies Act 2006 or UK-adopted international accounting standards;
- (d) the Parent must disclose in the notes to the consolidated accounts for that year that the Company is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of section 479A of the Companies Act 2006; and
- (e) the Sole Director must deliver to the Registrar of Companies on or before the date that they file the accounts for that year:
 - (i) a written notice of agreement of the members referred to in section 479A(2)(a) of the Companies Act 2006;
 - (ii) the Statement of Guarantee referred to in section 479C(1) of the Companies Act 2006;
 - (iii) a copy of the Parent's consolidated accounts referred to in section 479A(2)(c) of the Companies Act 2006;
 - (iv) a copy of the auditor's report on those accounts; and
 - (v) a copy of the consolidated annual report drawn up by the Parent; and

3.2.3 the Company's accounts for the year ending 31 December 2022 would include a statement on the balance sheet that:

"For the year ending 31 December 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Director's responsibilities:

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476
- the director acknowledges his responsibilities in complying with the requirements of the Act with respect to accounting records and the preparation of accounts".

4 **RESOLUTIONS**

- 4.1 After careful consideration of the matters that are the subject of these resolutions, including the documents referred to in paragraph 3, and the matters referred to in section 172(1) of the Companies Act 2006, IT IS RESOLVED:
- 4.1.1 adopting the Proposed Exemption would promote the success of the Company for the benefit of its members as a whole;
 - 4.1.2 the terms of the Statement of Guarantee are approved.
 - 4.1.3 the Sole Director of the Company is authorised to sign the Statement of Guarantee on behalf of the Company.
 - 4.1.4 the Member's Agreement is approved and the Sole Director will send it to every member of the Company for signature.

5 **FILING**

The Sole Director may:

- 5.1 make all necessary and appropriate entries in the books and registers of the Company; and
- 5.2 arrange for the following forms and documents to be filed at Companies House:
 - 5.2.1 a copy of the Member's Agreement;
 - 5.2.2 the Statement of Guarantee;
 - 5.2.3 a copy of the consolidated accounts of the Parent in which the Company is included;
 - 5.2.4 a copy of the auditor's report on the consolidated accounts referred to in 10.2(c) above; and
 - 5.2.5 a copy of the consolidated annual report drawn up by the Parent.

DocuSigned by:

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Ramzi Gedeon, Sole Director