

EXECUTION VERSION

Company number  
03284403

THE COMPANIES ACT 2006  
WRITTEN RESOLUTIONS  
OF  
LINDAL HOLDINGS LIMITED  
(the Company)

Date: 29 September 2022

Place: Hamburg, Germany

1. In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution:

**SPECIAL RESOLUTION**

THAT:

- (a) the share capital of the Company be reduced by GBP 1,049,999 by cancelling and extinguishing 1,049,999 ordinary shares of GBP 1.00 each registered in the name of Lindal Group Holding GmbH, with such amounts to be credited to the Company's distributable reserves (the **Capital Reduction**).
2. In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary resolutions:

**ORDINARY RESOLUTIONS**

THAT:

- (a) subject to and after the completion of the:
  - (i) Capital Reduction;
  - (ii) the distribution by the Company, by way of a distribution in specie from the Company's distributable reserves, the shares that it owns in Lindal Valve Company Limited (book value 29 September 49,998.00) to its sole shareholder, Lindal Group Holding GmbH, to simplify the group structure with a view to dividends and management decisions; and
  - (iii) the payment by the Company, from the Company's distributable reserves a dividend of GBP 1,000,417 to its sole shareholder, Lindal Group Holding GmbH,

the board of Company shall be authorised to commence the process for the submission of an application to the Registrar of Companies to be struck off the register of companies at Companies

House in the United Kingdom using the voluntary strike off procedure, including all required or conducive measures and legal acts; and

- (b) the directors of the Company and its subsidiaries are hereby instructed to take all measures and legal acts that are required or conducive to implement the aforementioned special resolution and ordinary resolutions.

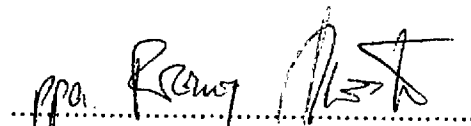
## DOCUMENTS ATTACHED TO THIS RESOLUTION

A copy of the directors' solvency statement dated 29 September 2022 is attached to this resolution.

## AGREEMENT OF ELIGIBLE MEMBER

The undersigned, being the sole eligible shareholder on 29 September 2022, irrevocably agrees to the resolution set out above:

Signed by

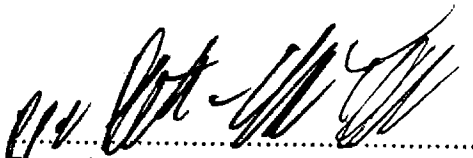


**Ronny Splettstößer**

Director / Authorised signatory

for and on behalf of Lindal Group Holding GmbH (as the sole eligible member)

Signed by



**Peter-Carid Thomsen**

Director / Authorised signatory

for and on behalf of Lindal Group Holding GmbH (as the sole eligible member)

Date: 29 September 2022

The sole eligible member must signify its agreement to the proposed resolutions by sending a scanned signed copy of the resolutions to Julian Littleton at [julian.littleton@lindalgroup.com](mailto:julian.littleton@lindalgroup.com). The sole eligible member must signify its agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, if the sole eligible member does not agree with the proposed resolutions, it does not need to reply. The proposed resolutions will lapse if not passed by the end of that 28-day period.

**\*Note:** An "eligible member" is a shareholder who is or would be entitled to vote on the above resolutions on the circulation date (i.e. the date on which the resolutions is sent or submitted to the shareholder).

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Company number  
03284403

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF  
LINDAL HOLDINGS LIMITED  
(the **Company**)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By written resolution dated 29 September 2022, the sole shareholder of the Company agreed to the following resolution being passed as a special resolution:

**SPECIAL RESOLUTION**

THAT:

- (a) the share capital of the Company be reduced by GBP 1,049,999 by cancelling and extinguishing 1,049,999 ordinary shares of GBP 1.00 each registered in the name of Lindal Group Holding GmbH, with such amounts to be credited to the Company's distributable reserves (the **Capital Reduction**);

By written resolution dated 29 September 2022, the sole shareholder of the Company agreed to the following resolutions being passed as ordinary resolutions:

**ORDINARY RESOLUTIONS**

THAT:

- (a) subject to and after the completion of the:
  - (i) Capital Reduction;
  - (ii) the distribution by the Company, by way of a distribution in specie from the Company's distributable reserves, the shares that it owns in Lindal Valve Company Limited to its sole shareholder, Lindal Group Holding GmbH, to simplify the group structure with a view to dividends and management decisions; and
  - (iii) the payment by the Company, from the Company's distributable reserves a dividend of GBP 1,000,417 to its sole shareholder, Lindal Group Holding GmbH,

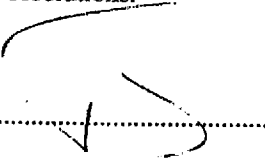
the board of Company shall be authorised to commence the process for the submission of an application to the Registrar of Companies to be struck off the register of companies at Companies

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House in the United Kingdom using the voluntary strike off procedure, including all required or conducive measures and legal acts; and

- (b) the directors of the Company and its subsidiaries are hereby instructed to take all measures and legal acts that are required or conducive to implement the aforementioned special resolution and ordinary resolutions.

Director:

  
Jerome MARION

EXECUTION VERSION

**LINDAL HOLDINGS LIMITED**

**(Registered number 03284403)**

**(the Company)**

**SOLVENCY STATEMENT MADE FOR THE PURPOSE OF**

**SECTION 642 OF THE COMPANIES ACT 2006**

This solvency statement is made on 29 September 2022.

The Company is proposing that the share capital of the Company be reduced by cancelling and extinguishing **1.049,999** ordinary shares of GBP 1.00 each registered in the name of Lindal Group Holding GmbH, with such amounts credited to the Company's distributable reserves.

We, Francois-Xavier Etienne Guy Gilbert and Jerome Hubert Alain Marion, being all of the directors of the Company as at the date of this solvency statement, have each formed the opinion:

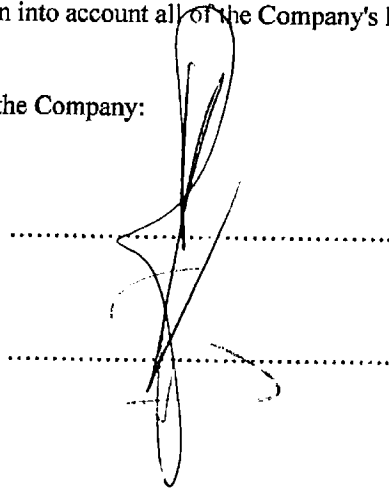
- (a) that as at the date of this solvency statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts; and
- (b) that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up of the Company.

In forming this opinion, the directors have taken into account all of the Company's liabilities (including any contingent or prospective liabilities).

Signed in counterpart by all of the directors of the Company:

Francois-Xavier Etienne Guy Gilbert

Jerome Hubert Alain Marion

The image shows two handwritten signatures in black ink. The first signature is for Francois-Xavier Etienne Guy Gilbert and the second is for Jerome Hubert Alain Marion. They are written over two horizontal dotted lines that serve as guides for the signatures.