

Company No: 09903137

ITW UK FINANCE LIMITED
(the "Company")
MEMBER'S WRITTEN RESOLUTION

17 December 2020 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary and special (as indicated) resolutions of the Company (the "**Resolutions**"):

Ordinary Resolution

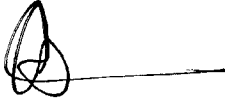
THAT, in substitution for all existing authorities, the directors be and are generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"), up to an aggregate nominal amount of EUR 100,000,000 for a period expiring 5 years from the date of this resolution save that the Company may before the expiry of this authority make an offer or agreement that would or might require shares to be allotted or Rights to be granted after that expiry and the directors may allot shares or grant Rights in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolutions

THAT, in respect of any share allotted and issued by the directors of the Company pursuant to these Resolutions, and in accordance with article 8.2(a) of the articles of association of the Company, articles 8.2(b) to 8.2(e) be and are disapplied.

(signature pages follow)

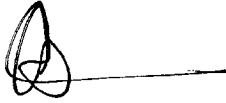
BY ORDER OF THE BOARD

A handwritten signature in black ink, consisting of a stylized, looped initial followed by a horizontal line.

.....
Name: Giles Hudson
Director

AGREEMENT

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



Name: Giles Hudson
Director
for and on behalf of
ITW Holdings VII Limited

Dated: December 17, 2020

NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date (where the date of circulation counts as day one) sufficient agreement has been received for the Resolutions to pass, they will lapse.
4. A copy of this document was sent to the Company's auditors on the Circulation Date.