

THE COMPANIES ACT 2006
BOWERS & WILKINS HOLDING LTD
Company Number 10153033
(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

Circulation date: 13 February 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Special Resolution**").

SPECIAL RESOLUTION

1. **THAT** the Articles of Association of the Company be amended by:

(a) the update of existing Article 1.2 in the following terms:

"Model Articles 11, 13(3), 14, 16, 18(4), 21, 28, 37(1)-(2), 37(4)-(5), 37(7)-(8), 39(1), 39(3)-(7), 43(2), 46(2), 50, 51, 63(5)-(6), 64, 67(3), 79(3), 80, 81(6)-(7) and 83 do not apply to the Company."

(b) the insertion of a new Article to be numbered 28 in the following terms:

"SECURED FINANCING DEFAULT


After an event of default (howsoever described) pursuant to the terms of any financing secured by, among other things, shares in the Company and in respect of which the Company is a borrower or a guarantor occurs, no member shall have the right to exercise any voting or other right or power pursuant to Articles unless it has consulted with the requisite majority of lenders of that secured financing (or any agent or security agent, howsoever described, acting on behalf of those lenders) and those lenders (or any agent or security agent, howsoever described, acting on behalf of those lenders) do not object to such an exercise. This Article 28 remains subject to any applicable intercreditor agreement or priority deed or other similar arrangement."

Please read the Notes at the end of this document before signifying your agreement to the Special Resolution below.



AGREEMENT

WE, THE UNDERSIGNED, being persons entitled to vote on the above Special Resolution, HEREBY IRREVOCABLY AGREE to the Special Resolution.

Name of member:	EVA AUTOMATION, INC.
Name and position of signatory:	<div style="text-align: right;"> Christopher Eastlake Authorised Signatory</div> <p>Lucid Trustee Services Limited acting as attorney, pursuant to the powers granted to it under clauses 14.1(a) and 8.2 of the share charge dated 6 February 2019 between Eva Automation, Inc. as chargor and Lucid Trustee Services Limited as security agent, for and on behalf of Eva Automation, Inc.</p>
Dated: <u>13</u> February 2020	

NOTES

1. To signify your agreement to the Special Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to Joanna Lees at 100 New bridge Street, London, EC4V 6JA.
2. Once you have signified your agreement to the Special Resolution, you may not revoke your agreement.
3. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.
6. A copy of the Special Resolution and the updated Articles of Association must be filed with Companies House within 15 days of the Special Resolution being passed.