

Company number: 00032262

GKN INDUSTRIES LIMITED

(the "Company")

WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY

CIRCULATION DATE: 18 July 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolutions below are passed as special resolutions (the "Special Resolutions").

To be passed, the Special Resolutions must be passed by member(s) representing not less than 75% of the total voting rights of eligible members.

SPECIAL RESOLUTIONS

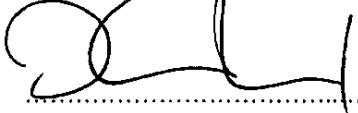
THAT the existing share capital of the Company be reduced from £608,829,270 to £300,000,000 by cancelling and extinguishing 308,829,270 ordinary shares of £1 each in the capital of the Company and accordingly such cancelled shares shall cease to form part of the Company's share capital; and

THAT the amounts standing to the credit of the share premium account of the Company, being £59,221,616.88, be cancelled.

AGREEMENT

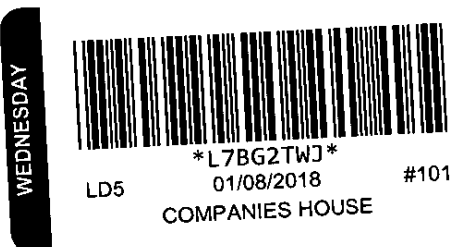
The member named below, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date, hereby irrevocably agrees to the above resolutions.

Signature of eligible member:



GKN Enterprise Limited

Date: 18 July 2018



NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy or electronic form.
2. If you do not agree to the resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolutions to pass then they will lapse.
4. A copy of these resolutions have been sent to the auditors.