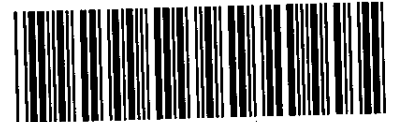


Company number: 00111849

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COMPANIES HOUSE

**BRUSH ELECTRICAL MACHINES LIMITED**

(the "Company")

**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY**

**CIRCULATION DATE:** 20 December 2019

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 £1,000,002 to £1,000,000 by cancelling and extinguishing one A preference share of £1.00 and one B preference share of £1.00 in the capital of the Company, resulting in the Company only having ordinary shares of £1.00 each in issue, and accordingly such cancelled shares shall cease to form part of the Company's share capital.

**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:**



**Brush Holdings Limited**

Date: 20 December 2019

## 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.