

Company No. 00111849

BRUSH ELECTRICAL MACHINES LIMITED

(the "Company")

WRITTEN RESOLUTION: CIRCULATED ON 15 September **2021****Note: This document is important and requires your immediate attention.**

Please read the explanatory statement to members before signifying your agreement to the resolution in this document.

EXPLANATORY STATEMENT TO MEMBERS**1. NATURE OF WRITTEN RESOLUTION**

This document contains a proposed written resolution of the Company for approval by you as a member of the Company. The resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolution to vote in favour of it to be passed.

2. PERIOD TO APPROVE WRITTEN RESOLUTION

If the Company has not received the necessary level of members' agreement to pass the resolution by the date falling 28 days from the date the resolution was first circulated to members, the resolution will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION:

3.1 Please signify your agreement to the resolution by completing your details and signing and dating the document in the box provided and returning it to the Company by scanning your signed and dated document, attaching it to an email and sending it to Eve.Wright@dechert.com and Alisha.Gauchan@dechert.com. Please enter "Written resolution – Brush Electrical Machines Limited (Accession)" in the e-mail subject box.

3.2 **Once you have signified your agreement to the resolution, you cannot revoke it.** Please ensure that your agreement reaches us no later than the date falling 28 days from the date the resolution was first circulated to members.

3.3 If you are signifying agreement to the resolution 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 to the Company at the same time as you signify your agreement to the resolution and in any event by no later than the date falling 28 days from the date the resolution was first circulated to members.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.

Company No. 00111849

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BRUSH ELECTRICAL MACHINES LIMITED

(the "Company")

SPECIAL RESOLUTION

We, the undersigned, being the sole shareholder of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following written resolution be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company:

THAT the articles of association of the Company (the “**Articles**”) be amended as listed below by the insertion of a new article as follows:

“72 SECURED PARTY TRANSFERS

72.1 For the purpose of this article 72, a “**Secured Party**” means, in respect of any shares, any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person.

72.2 Notwithstanding anything contained in these articles, where a transfer of shares in the Company is or is proposed to be:

72.2.1 executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;

72.2.2 executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest; or

72.2.3 made to any Secured Party pursuant to any relevant security interest,

each being a “**Secured Party Transfer**”, the directors (or director if there is only one) of the Company may not decline to register (or suspend the registration of) such a Secured Party Transfer;

72.2.4 a holder of shares in the Company shall not be required to comply with any provision of the articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any

shareholders for the time being of the Company before any such Secured Party Transfer may take place; and


- 72.2.5 a holder of shares in the Company shall not have any right under the articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them.
- 72.3 A certificate by any officer of a Secured Party that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts.
- 72.4 Notwithstanding anything contained in these articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a Secured Party and any lien conferred pursuant to these articles shall not apply in respect of any such share, dividend or moneys payable.
- 72.5 If there is any inconsistency between any provision of this article 72 and any provision of any other article, the provisions of this article 72 shall apply and, for the avoidance of doubt, article 32.5 shall not apply insofar as it would otherwise prevent or restrict any Secured Party Transfer (or the recognition of any Secured Party Transfer)."

Circulation date: 15 September 2021

Registered office: Power House, Excelsior Road, Ashby-De-La-Zouch, England, LE65 1BU

Agreement to written resolution

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of corporate member:	BRUSH UK HOLDCO LTD	
Name and position of signatory:	Nicolas Pitrat DIRECTOR	
Signed by a director on behalf of BRUSH UK HOLDCO LTD:		
		Dated: 15 September 2021