

Company Number: 00286193

The Companies Act 2006

Written Resolutions of the Members of

Tomkins Overseas Investments Limited (the "Company")

Circulation Date: 16 January 2018

We, being the eligible members of the Company entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the "Act"), that resolutions 1 to 3 are passed as ordinary resolutions and resolution 4 is passed as a special resolution:

Ordinary Resolutions

1. THAT, pursuant to articles 6, 32 and 33 of the articles of association of the Company (the "Articles"), the share capital of the Company be increased from \$1260.28 ordinary shares of \$1.96 each to \$1260.28 ordinary shares of \$1.96 and \$837,539,000 deferred shares of \$1.00 each by the creation of 837,539,000 deferred shares of \$1.00 each having the rights, and being subject to the restrictions, set out in the Appendix hereto (the "Deferred Shares").
2. THAT, the directors be and are generally and unconditionally authorised, for the purposes of section 551 of the Act, to exercise all the powers of the Company to allot the Deferred Shares PROVIDED THAT: (i) the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be \$837,539,000; (ii) this authority shall expire (unless previously revoked, varied or renewed) on 31 December 2018; and (iii) this authority shall be in addition to, and without prejudice to, any other subsisting authority under section 551 of the Act previously granted and in force on the date on which this resolution is passed.
3. THAT, pursuant to article 49 of the Articles, the directors be and are authorised to capitalise the unrealised profits of the Company up to \$837,539,000 and such amount be and is hereby capitalised and appropriated as capital to the holders of the Deferred Shares allotted and issued pursuant to resolution 2 above and the directors be and are authorised to apply such sum in paying up in full the Deferred Shares.

Special Resolution

4. THAT, for the purpose of creating distributable reserves, all of the Deferred Shares allotted and issued pursuant to resolution 2 above by way of a bonus issue out of unrealised profits be cancelled and the nominal value of each ordinary share in the capital of the Company be reduced from \$1.96 to \$0.001.



Signed _____

For and on behalf of **M.A. Kalsbeek**
Gates Finance Limited

Date 16 January 2018

Signed _____

For and on behalf of **M.A. Kalsbeek**
Tomkins Investments Limited

Date 16 January 2018