

Company Number: 00291547

THE COMPANIES ACT 2006

UNLIMITED COMPANY

**WRITTEN RESOLUTION OF THE SOLE MEMBER
OF
BLACK & DECKER
(the "Company")**

FRIDAY



A10 *A819VEXK* #36
15/03/2019
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution (the "**Resolution**") is proposed by the directors of the Company as a special resolution. The Resolution is first circulated to the sole member of the Company on 26th February 2019 (the "**Circulation Date**").

SPECIAL RESOLUTION

THAT the existing article 119 (a) and (b) of the Company's articles of association is deleted and replaced with the following new article 119 (a) and article 119 (b):


"(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account, capital redemption reserve or any other reserve of the company whatsoever;

(b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the company of an amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up unissued shares to be allotted to members credited as fully paid"

Please read the explanatory notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, were entitled to vote on the Resolution at the Circulation Date and irrevocably agree to the Resolution.

SIGNED by
for and on behalf of **BLACK & DECKER**
EUROPE

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EXPLANATORY NOTES FOR SHAREHOLDERS:

1. If you agree to the Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods:
 - **BY HAND:** by delivering the signed copy to Mitre Secretaries Limited c/o George Yuill at CMS, Cannon Place, 78 Cannon Street, London EC4N 6AF.
 - **BY POST:** by returning the signed copy by post to Mitre Secretaries Limited c/o George Yuill at CMS, Cannon Place, 78 Cannon Street, London EC4N 6AF.
 - **BY E-MAIL:** by attaching a scanned copy of the signed document to an e-mail and sending it to George Yuill at george.yuill@cms-cmno.com.

If you do not agree to the above Resolution, you do not need to do anything.

2. Once you have signified your agreement to the 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 Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that signification of your agreement reaches us before or on this date.
4. Sufficient agreement will have been reached to pass an ordinary resolution if eligible members representing at least 75% of the total voting rights of eligible members signify their agreement to it.
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.