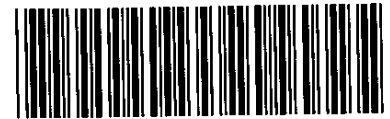


THURSDAY



A02 *A9I015L7* #26
26/11/2020
COMPANIES HOUSE

Company Number 00564955

PRIVATE UNLIMITED COMPANY HAVING A SHARE CAPITAL

WRITTEN RESOLUTIONS

OF

JCB SERVICE (the "Company")

19 November 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the resolutions below numbered 1 to 4 (the "**Resolutions**") were passed, Resolutions 1 and 2 as ordinary resolutions and Resolutions 3 and 4 as special resolutions. The Resolutions were passed in connection with the Company's proposed cross-border merger with Transmissions and Engineering Services Netherlands B.V. (the "**Cross-Border Merger**") pursuant to the Companies (Cross-Border Mergers) Regulations 2007 (the "**Regulations**").

ORDINARY RESOLUTIONS

1. THAT, with immediate effect and in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.
2. THAT, contingently upon Resolution 3 below being passed, the directors of the Company be and are hereby:
 - (A) generally and unconditionally authorised, for the purposes of Article 4 of the Company's Articles of Association, to allot and issue 48,710 ordinary shares of £1 each in the Company to JCB Group Holdings Sàrl, as described in Resolution 3(B) below; and
 - (B) authorised, in accordance with Article 108 of the Company's articles of association, to capitalise an amount of £48,710 standing to the credit of the reserve arising as a result of the reduction of capital referred to at Resolution 3(A) below and to apply such capitalised amount in paying up in full the shares so allotted.

SPECIAL RESOLUTIONS

3. THAT:

- (A) immediately prior to the Cross-Border Merger taking legal effect pursuant to an order of the High Court of Justice in England and Wales under Regulation 16 of the Regulations, the share capital of the Company be reduced by cancelling and extinguishing all of the issued ordinary shares of £1 each in the capital of the Company; and
- (B) contingently upon the reduction of capital effected under sub-paragraph (A) above taking effect, the Company shall apply the credit arising in its books of account as a result of such reduction of capital in paying up, in full at par, 48,710 ordinary shares of £1 each in the Company and shall allot and issue the same, credited as fully paid, to JCB Group Holdings Sàrl.

4. THAT, upon the Cross-Border Merger taking legal effect pursuant to an order of the High Court of Justice in England and Wales under Regulation 16 of the Regulations, and contingently upon (i) the reduction of capital referred to at Resolution 3A and (ii) the allotment and issue of shares referred to at Resolution 3B, in each case, taking effect as described in such Resolution, the amount standing to the credit of the share premium account of the Company on such date shall be cancelled and extinguished.



AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, hereby:

1. confirms receipt of a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. resolves and agrees that Resolutions 1 to 4 above be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that Resolutions 1 and 2 shall take effect as ordinary resolutions and Resolutions 3 and 4 shall take effect as special resolutions.

Dated: 19 NOVEMBER 2020

Signature page follows

A handwritten signature in black ink, consisting of a stylized 'A' followed by a horizontal line.

Signed for and on behalf of **Transmission & Engineering Services Netherlands BV:**

Name: Lord Bamford

Title: director

Name: W. Hogeweg

Title: director

Name: J.C. van Leeuwen

Title: director

Name: P.A.M. Fischer

Title: director

Name: E.T.D. Leadbeater

Title: director

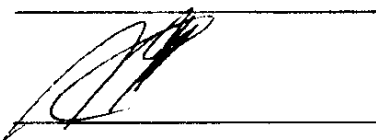


Name: W. van Bokhorst

Title: director

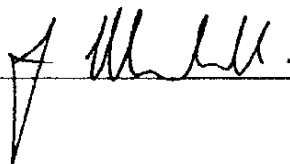
Name: M.V. Lambooi

Title: director



Name: G.A. Macdonald

Title: director



Signed for and on behalf of Transmission & Engineering Services Netherlands BV:

Name: Lord Bamford
Title: director

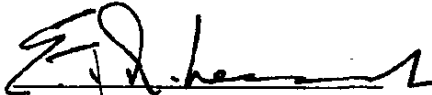
Name: W. Hogeweg
Title: director

Name: J.C. van Leeuwen
Title: director

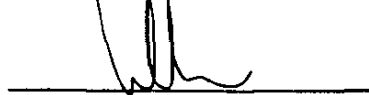
Name: P.A.M. Fischer
Title: director



Name: E.T.D. Leadbeater
Title: director

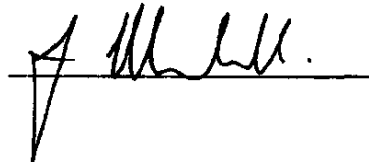


Name: W. van Bokhorst
Title: director



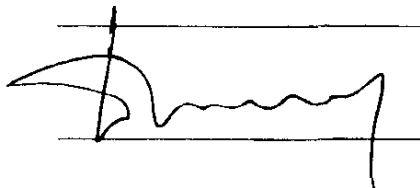
Name: M.V. Lambooi
Title: director

Name: G.A. Macdonald
Title: director



Signed for and on behalf of **Transmission & Engineering Services Netherlands BV**.

Name: Lord Bamford
Title: director

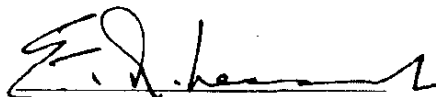
A handwritten signature in black ink, appearing to be 'Lord Bamford', written over a horizontal line.

Name: W. Hogeweg
Title: director

Name: J.C. van Leeuwen
Title: director

Name: P.A.M. Fischer
Title: director

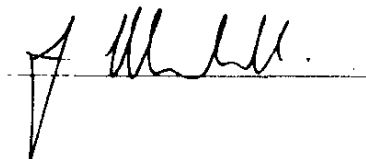
Name: E.T.D. Leadbeater
Title: director

A handwritten signature in black ink, appearing to be 'E.T.D. Leadbeater', written over a horizontal line.

Name: W. van Bokhorst
Title: director

Name: M.V. Lambooy
Title: director

Name: G.A. Macdonald
Title: director

A handwritten signature in black ink, appearing to be 'G.A. Macdonald', written over a horizontal line.

Signed for and on behalf of **Transmission & Engineering Services Netherlands BV**:

Name: Lord Bamford

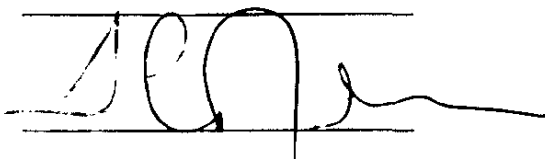
Title: director

Name: W. Hogeweg

Title: director

Name: J.C. van Leeuwen

Title: director

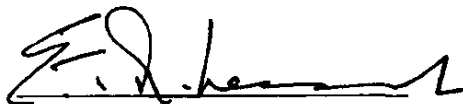


Name: P.A.M. Fischer

Title: director

Name: E.T.D. Leadbeater

Title: director



Name: W. van Bokhorst

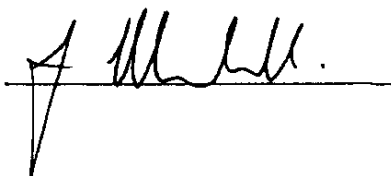
Title: director

Name: M.V. Lambooi

Title: director

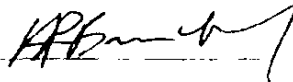
Name: G.A. Macdonald

Title: director



Signed for and on behalf of Transmission & Engineering Services Netherlands BV:

Name: Lord Bamford
Title: director



Name: W. Hogeweg
Title: director

Name: J.C. van Leeuwen
Title: director

Name: P.A.M. Fischer
Title: director

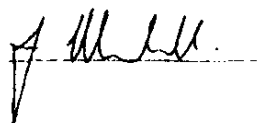
Name: E.T.D. Leadbester
Title: director



Name: W. van Bokhorst
Title: director

Name: M.V. Lambooy
Title: director

Name: G.A. Macdonald
Title: director



NOTES - INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the written resolutions on the Circulation Date.
2. As indicated above, the Circulation Date of the written resolutions is 19 November 2020.
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).