

Company number 01994660  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

of  
**LINCOLN ELECTRIC WELDING UK LIMITED (the "Company")**

*20 December* 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below be passed as special resolutions (the "**Resolutions**").

**SPECIAL RESOLUTION 1**

**THAT** the issued share capital of the Company be reduced from £950,000 to £1.00 by cancelling and extinguishing 949,999 of the issued ordinary shares of £1.00 each in the capital of the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to a distributable reserve.

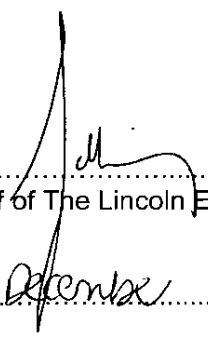
**SPECIAL RESOLUTION 2**

**THAT** the capital redemption reserve of the Company (in the total sum of £800,000) be cancelled and the amount of the capital redemption reserve so cancelled be credited to a distributable reserve.

**AGREEMENT**

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

The undersigned, the sole person entitled to vote on the above resolution, hereby irrevocably agrees to the Resolution:

  
.....  
for and on behalf of The Lincoln Electric Company France SA

Date *20 December* 2018

SATURDAY



A25 \*A7LBYT00\* 22/12/2018 #98  
COMPANIES HOUSE

## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
  - (a) **By hand:** delivering the signed copy to the Company's registered office.
  - (b) **By post:** returning the signed copy by post to the Company's registered office.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date 28 days from circulation, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.



**LINCOLN ELECTRIC WELDING UK LIMITED (THE "COMPANY")**

**COMPANY NUMBER: 01994660**

**SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 ("CA 2006") MADE ON 20 December 2018.**

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 643 of the CA 2006 for the purposes of section 642 of the CA 2006.

Having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), we have formed the opinion that:

- As regards the Company's situation as at the date of this statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts.
- Taking into account the current intention to commence the winding up of the Company within 12 months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of such winding up of the Company.
- Should winding up of the Company not be commenced within 12 months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

Signed by:



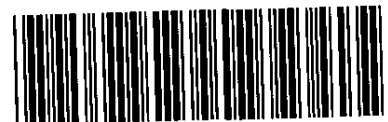
Charles Martinez

Date 20 December 2018

Michael Chalmers

Date .....

SATURDAY



\*S7LCHMPN\*  
SPE 22/12/2018 #32  
COMPANIES HOUSE

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**COMPANY NUMBER: 01994660**

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Signed by:

.....  
Charles Martinez

Date .....

  
.....  
Michael Chalmers

Date 20 December 2018