

COMPANY NUMBER 02968830

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SHERWIN-WILLIAMS UK LIMITED

SATURDAY



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11/12/2021

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. **THAT**, in accordance with section 551 of the Companies Act 2006 ("CA 2006"), the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2022 and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors.
2. **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
 - (i) be limited to the allotment of equity securities up to an aggregate nominal amount of £1.00; and
 - (ii) expire on 31 December 2022 (unless renewed, varied or revoked by the Company prior to or on that date).
3. **THAT**, subject to the passing of resolution 1 and resolution 2, £56,752,077.11 standing to the credit of the Company's capital contribution reserve be and is hereby capitalised and appropriated as capital to the holder of ordinary shares of £1.00 each in the capital of the Company whose names appear in the register of members as at the close of business on the day prior to the circulation of this written resolution and that the directors be and are hereby authorised to apply such sum in paying up in full 1 ordinary share of £1.00 in the capital of the Company and to allot and issue such new share, credited as fully paid up, to the sole holder of ordinary shares of £1.00 each in the capital of the Company.

Dated: 6 December 2021

AGREEMENT

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

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

Name of Shareholder

Signature

Date

Sherwin-Williams UK
Holding Limited

6 December 2021

Director for and on behalf of Sherwin-Williams
UK Holding Limited

Copy: Auditors

NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement by signing and returning this document to the registered office of the Company, marked for the attention of the Directors. If you do not agree to the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
2. If sufficient agreement is not received within 28 days of sending out these written resolutions, then these resolutions will lapse, and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.