

Company Number 04895923

AVERY WEIGH-TRONIX HOLDINGS LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

5th June 2019 (the "Circulation Date")

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 special resolutions (the "**Resolutions**");

SPECIAL RESOLUTIONS

1. THAT the articles of association of the Company be amended by deleting any provision of the kind referred to in paragraph 42(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008.
2. THAT in accordance with paragraph 43 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the directors be and are hereby authorised to exercise any power of the Company under s550 of the Companies Act 2006.
3. THAT the directors be and are empowered pursuant to section 569 Companies Act 2006 ("**CA 2006**") to allot equity securities (within the meaning of section 560(1) CA 2006) as if section 561 CA 2006 did not apply to the allotment.
4. THAT with effect from the date of the Resolutions, article 3.1 of the articles of association of the Company set out below for the sake of clarity, as amended from time to time, shall be deleted in its entirety.

"3.1 The share capital of the company is £1,000 divided into 1,000 ordinary shares of £1 each."

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

BY ORDER OF THE BOARD



Name: _____

Director

WEDNESDAY



A17 *A87FY1CP* 12/06/2019 #116
COMPANIES HOUSE

AGREEMENT

WE, THE UNDERSIGNED, being the sole member of the Company on the Circulation Date HEREBY IRREVOCABLY AGREE to the Resolutions.



Name: STEPHEN ROWELL

duly authorised signatory
for and on behalf of
A V Co 3 Limited

Dated 5th June 2019

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NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
4. A copy of this document was sent to the Company's auditors on the Circulation Date.