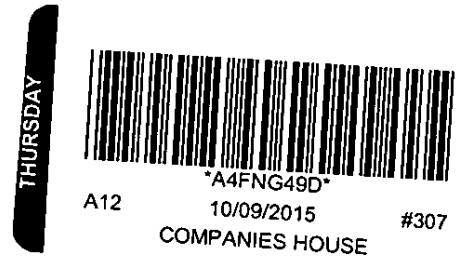


THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

-of-

EURO-PRO EUROPE LIMITED



Circulation date 20 August 2015 (the “**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the directors of the above-named company (the “**Company**”) propose that the following resolutions (the “**Resolutions**”) are passed in the case of resolutions (a) to (f) as ordinary resolutions and in the case of resolutions (g) and (h) as special resolutions

ENTRY INTO THE DOCUMENTS

THAT

- a) the terms of, and the transactions contemplated by and the entry into by the Company of the following substantially final form documents attached to these resolutions to which it is proposed the Company be a party (together, the “**Documents**”) be and are hereby approved for all purposes
 - (a) a New York law fourth amended and restated loan and security agreement entered into between, among others, the Company as initial UK borrower and Bank of America, N A as agent,
 - (b) a English law guarantee and debenture to be entered into between, among others, the Company as chargor and Bank of America, N A as security trustee, and
 - (c) certain other agreements, notices, certificates and documents (including, without limitation, any utilisation request) considered to be necessary or desirable in connection with any of the above documents or any transaction contemplated thereby,
- b) the Company enters into the Documents,
- c) the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Documents and any related or ancillary document,
- d) the taking of such actions and steps and giving of such notices or instructions on behalf of the Company as any person(s) authorised by the directors of the Company to take or give the same may in their sole discretion consider to be necessary or desirable in connection with the Documents be and are hereby approved for all purposes,

- e) all prior or proposed acts or omissions of any director of the Company (or any two directors or any director in the presence of a witness in the case of a document that is a deed) in connection with the Documents including (without limitation) executing or authorising the execution on behalf of the Company of those Documents to which it is proposed the Company be a party, be and are hereby authorised and ratified for all purposes,
- f) the directors of the Company may authorise, in accordance with section 175(5)(a) of the Act, any matter which would otherwise result in a director of the Company infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company, and
- g) the giving of the guarantee and the grant of security by the Company under the Documents will promote the success of the Company for the benefit of its sole member
- h) the articles of association of the Company be altered by the adoption of a new article as article 38 (and that the existing articles be renumbered and cross references amended accordingly) as follows

“Rights of Security Parties in relation to shares

38 (1) Any pre-emption rights conferred on existing members do not apply to, and the directors will not decline to register, nor suspend registration of, any transfer of shares

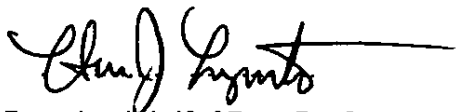
(a) in favour of any transferee (or their nominee) where the transfer of shares is made by way of security over the shares, or

(b) executed pursuant to any rights of the holder of security over the shares

38 (2) A certificate of the holder of security over the shares being so transferred will be conclusive evidence of those facts

38 (3) Notwithstanding any other provision of these articles, the company's first and paramount lien on every share (whether or not fully paid) called or payable at a fixed time in respect of that share and the extension of that lien to all dividends payable by the company in respect of that share shall not apply where any such shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security”

We, the undersigned, being the sole member of the Company and entitled to vote on the Resolutions hereby irrevocably agree to the Resolutions

A handwritten signature in black ink, appearing to read "Blum J. Lynto", followed by a long horizontal flourish.

For and on behalf of **Euro-Pro International Holding Company**

Date August 24, 2015

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it (together with a copy of any authority under which you have signed it – see note 3 below) to the Company in hard copy to Euro-Pro Europe Limited, 15 Mariner Court, Calder Park, Wakefield, West Yorkshire, WF4 3FL and by email by attaching a scanned copy of the signed document in pdf (portable document format) to Martin Knight
- 2 If by the date falling 28 days from the Circulation Date, sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date
- 3 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, as set out in note 1 above