

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ALTIA HOLDINGS LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("**Act**") proposed by the directors of the Company, proposed as ordinary and special resolutions as detailed below:

SPECIAL RESOLUTIONS

That the Company's articles of association be amended by insertion of new article 26.6 as follows:

1. "26.6 Notwithstanding anything contained in these Articles, where a transfer of shares in the Company is or is proposed to be:
 - 26.6.1 executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;
 - 26.6.2 executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest; or
 - 26.6.3 made to any Secured Party pursuant to any relevant security interest each being a "**Secured Party Transfer**",
 - 26.6.4 the directors (or director if there is only one) of the Company may not decline to register (or suspend the registration of) such a Secured Party Transfer;
 - 26.6.5 a holder of shares in the Company shall not be required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the Company before any such Secured Party Transfer may take place; and
 - 26.6.6 a holder of shares in the Company shall not have any right under the Articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them."



ORDINARY RESOLUTIONS

2. **That** the provisions of Article 14(1) be disapplied, as the directors of the Company, who are also directors of the parent of the Company, are acting to promote the success of the Company and for the benefit of its members;
3. **That** in connection with, amongst other things, the repayment of existing indebtedness owed by The Ames Companies UK Ltd. ("**AMES**") to Griffon Corporation (the "**Ultimate Parent**"), the terms of, and transactions contemplated by, the documents referred to below to which the Company is a party be and are hereby approved:
 - (a) a £18,000,000 sterling term facilities agreement (the "**Facilities Agreement**") to be entered into between (1) AMES as parent, (2) the companies named in schedule 1 therein as Original Obligor and (3) HSBC Bank UK plc as Lender (the "**Lender**");
 - (b) a composite guarantee to be entered into by (1) AMES, (2) Kelkay Limited, (3) the Company and (4) La Hacienda Limited (together the "**Obligors**") in favour of the Lender (the "**Guarantee**");
 - (c) a legal charge (the "**Legal Charge**") to be entered into between the (1) Company and (2) the Lender;
 - (d) a debenture (the "**Debenture**") to be entered into between (1) the Company and (2) the Lender.

(the Facilities Agreement, the Guarantee, the Legal Charge and the Debenture together, the "**Documents**"), together in each case with such amendments, variations and modifications thereto as any director of the Company may approve from time to time.
4. **That** notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, any one of the directors of the Company, and in the case of any document to be executed as a deed, any two authorised signatories (as defined in section 44(3) of the Companies Act 2006) or any one director in the presence of a witness who attests their signature, be and are hereby empowered, authorised and directed to complete, enter into, execute, deliver and perform the obligations set out in the Documents (in such manner and subject to such amendments, variations and modifications as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)).
5. **That** the execution, delivery and performance of the Documents, with such amendments, variations and modifications as any director of the Company may approve in his absolute discretion, will be for the benefit of the Company for the purpose of carrying on its business and will be most likely to promote the success of the Company for the benefit of its members as a whole.
6. **That** AMES be appointed to act as agent of the Obligors in connection with the Documents.

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Registered office:

The Old Airfield Heck Lane, Pollington, Goole, North Humberside, DN14 0BA

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ANTHONY 11/12/62.

The Ames Companies UK Ltd.

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only

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