

Company No: 03171339

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

THE VALSPAR (UK) HOLDING CORPORATION LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as an ordinary resolution as detailed below.

ORDINARY RESOLUTION

1. **THAT**, the Directors be and are hereby generally and unconditionally authorised in accordance with the Company's Articles of Association and section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot ordinary shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company provided that:

- a) the maximum amount of such shares that may be allotted under this authority (within the meaning of such section) is 1 ordinary share of £1.00; and
- b) this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire one year from the date of these resolutions save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry,

and the authority granted by this resolution is without prejudice, and in addition, to any authority to allot shares in the Company previously granted to the Directors, to the extent that it remains in force and unexercised.

Dated: 31 December 2020

AGREEMENT

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

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

Name of Shareholder

Signature

31 December 2020

Sherwin-Williams Coatings
S.a.r.l

[Signature]
Class A Manager

For and on behalf of Sherwin-Williams Coatings S.a.r.l

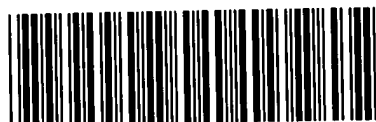
Class B Manager

For and on behalf of Sherwin-Williams Coatings S.a.r.l

31 December 2020

Copy:

Auditors



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COMPANIES HOUSE

TUESDAY

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13 November 2019

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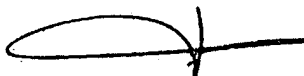
Signature

31 December..... 2020

Sherwin-Williams Coatings
S.a.r.l

.....
Class A Manager

For and on behalf of Sherwin-Williams Coatings S.a.r.l



.....
Class B Manager

For and on behalf of Sherwin-Williams Coatings S.a.r.l

31 December..... 2020

Copy:

Auditors

NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement by signing and returning this document to the Company's registered office, marked for the attention of the Directors
2. 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.
3. If sufficient agreement is not received within 28 days from the date of circulation of these 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.
4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
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.