

WEPA Hygieneprodukte GmbH | Rönkhauser Str. 26 | D-59757 Arnsberg

To the Creditor Representatives listed in Schedule 1.

17 December 2020

OFFICERS' REQUEST CERTIFICATE

Ladies and Gentlemen

We, the undersigned Ralph Dihlmann and Dr. Hendrik Otto, are duly authorized officers of Wepa Hygieneprodukte GmbH (the “**Company**”), a limited liability company (*Gesellschaft mit beschränkter Haftung*) established under the laws of the Federal Republic of Germany and registered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Arnsberg under HRB 9280.

Reference is made to:

- (i) the conditions of issue (the “**Floating Rate Notes Conditions of Issue**”) of the €200,000,000 Senior Secured Floating Rate Notes due 2026 of the Company (the “**Floating Rate Notes**”);
- (ii) the conditions of issue (the “**Fixed Rate Notes Conditions of Issue**”, and jointly with the Floating Rate Notes Conditions of Issue the “**Conditions of Issue**”) of the €400,000,000 2.875% Senior Secured Notes due 2027 of the Company (the “**Fixed Rate Notes**”); and
- (iii) the €125,000,000 super senior revolving credit facility agreement originally dated 29 April 2013 (as amended by several waiver and amendment request letters dated 13 May 2013, 13 February 2014, 9 October 2014 and 12 May 2015 and as further amended by a first amendment agreement dated 18 February 2015, a second amendment agreement dated 18 December 2015, a third amendment agreement dated 24 May 2016, a fourth amendment and restatement agreement dated 31 July 2019 and a fifth amendment and restatement agreement dated 29 November 2019 between, among others, the Company as company, certain subsidiaries of the Company as original borrowers and original

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Commerzbank AG Arnsberg
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HSBC AG
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BIC TUBDDE33

USt-IdNr. DE815201629

Registergericht
Amtsgericht Arnsberg
Nr. HRB 9280

Sitz der Gesellschaft
Arnsberg

Geschäftsführer
Martin Krengel
Ralph Dihlmann
Dr. Hendrik Otto

guarantors, Commerzbank Aktiengesellschaft, Deutsche Bank AG, London Branch, and HSBC Bank plc as arrangers, certain financial institutions as original lenders and Commerzbank Aktiengesellschaft as facility agent and security agent (the "**Facility Agreement**").

Further reference is made to the mergers (*Verschmelzungen*) (i) of PL Supplies Limited into the Company pursuant to the merger plan (*Verschmelzungsplan*) entered into on 19 November 2020 (the "**PL Supplies Merger Agreement**"), (ii) of Winfried Limited. into the Company pursuant to the merger plan (*Verschmelzungsplan*) entered into on 19 November 2020 (the "**Winfried Merger Agreement**"), (iii) of Wepa International GmbH into the Company pursuant to the merger agreement (*Verschmelzungsvertrag*) entered into on 18 November 2020 (the "**Wepa International Merger Agreement**") and (iv) of Wepa CS Group GmbH into Wepa Hygieneprodukte GmbH pursuant to the merger agreement (*Verschmelzungsvertrag*) entered into on 17 December 2020 (the "**Wepa CS Merger Agreement**" and jointly with the PL Supplies Merger Agreement, the Winfried Merger Agreement and the Wepa International Merger Agreement the "**Merger Agreements**") (the mergers set forth under (i) to (iv) hereinafter the "**Mergers**").

Each of PL Supplies Limited, Winfried Limited and Wepa CS Group GmbH is a Restricted Subsidiary but not a Guarantor (each as defined in each of the Conditions of Issue and the Facility Agreement). Wepa International GmbH is a Restricted Subsidiary and a Guarantor (each as defined in each of the Conditions of Issue and the Facility Agreement).

Pursuant to (i) §9(8)(a)(vi),(d) of the Floating Rate Notes Conditions of Issue, (ii) §9(8)(a)(vi),(d) of the Fixed Rate Notes Conditions of Issue and (iii) Clause 7(a)(vi),(d) of Schedule 12 of the Facility Agreement, respectively, we hereby certify on behalf of the Company, solely in our capacities as officers of the Company, and not in our individual capacities and without assuming any personal liability, that:

1. we have read (i) the provisions of §9(8) of the Floating Rate Notes Conditions of Issue, §9(8) of the Fixed Rate Notes Conditions of Issue and Clause 7 of Schedule 12 of the Facility Agreement, in each case relating to mergers or consolidations of the Company or any Guarantor (as defined in each of the Conditions of Issue and the Facility Agreement, as applicable) with or into other persons and setting forth the relevant covenants and conditions precedent to any such mergers or consolidations and (ii) the Merger Agreements;
2. we are of the opinion that we have made such examinations or investigations as we deemed necessary to enable us to express an informed opinion as to whether the relevant covenants and conditions precedent provided for in the Conditions of Issue and in the Facility Agreement, as referred to in paragraph 1 above, have been complied with; and
3. we are of the opinion that all relevant conditions precedent and covenants referred to above have been complied with and that the Mergers comply with §9(8) of the Floating Rate Notes Conditions of

Issue, §9(8) of the Fixed Rate Notes Conditions of Issue and Clause 7
of Schedule 12 of the Facility Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, we have hereto signed our names on the date first written above.

Wepa Hygieneprodukte GmbH

By: _____

Name: Ralph Dihlmann
Position: Geschäftsführer

By: _____

Name: Dr. Hendrik Otto
Position: Geschäftsführer

Schedule 1

Creditor Representatives

1. Deloitte GmbH Wirtschaftsprüfungsgesellschaft as holders' representative under the Floating Rate Notes Conditions of Issue;
2. Deloitte GmbH Wirtschaftsprüfungsgesellschaft as holders' representative under the Fixed Rate Notes Conditions of Issue;
3. Commerzbank Aktiengesellschaft as facility agent under the Facility Agreement.