THE LOWE BROTHERS COMPANY

DAYTON - OHIO

NOTICE OF MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of THE LOWE BROTHERS COMPANY will be held at the office of the Company at 452 East Third Street, in the City of Dayton, Ohio, on the twenty-second day of May, nineteen hundred and twenty-nine, at eleven o'clock A. M., to consider and act upon the following matters:

1. Authorizing the transfer and conveyance to THE SHERWIN-WILLIAMS COMPANY, an Ohio corporation, of all the property, assets, business and good will as a going concern, of THE LOWE BROTHERS COMPANY, including the exclusive right to use such corporate name, subject to its existing obligations and liabilities, in consideration of the payment and delivery to THE LOWE BROTHERS COMPANY of the sum of nine hundred thousand ($900,000) dollars in cash, and 36,760 fully paid and non assessable shares of preferred stock of THE SHERWIN-WILLIAMS COMPANY, of its present authorized issue, and 40,634 fully paid and non assessable shares of the common stock of THE SHERWIN-WILLIAMS COMPANY, of its present authorized issue, and the assumption by said THE SHERWIN-WILLIAMS COMPANY of the existing obligations and liabilities of THE LOWE BROTHERS COMPANY, such cash consideration of nine hundred thousand ($900,000) dollars and such shares of the preferred and common stock of THE SHERWIN-WILLIAMS COMPANY to be delivered by THE LOWE BROTHERS COMPANY to the holders of its out-standing common stock in exchange therefor, on the basis of forty-five ($45.00) dollars in cash, 1.838 shares of such preferred stock and 2.0317 shares of such common stock, for each one share of the common stock of THE LOWE BROTHERS COMPANY now held by the stockholders thereof respectively.

2. Electing to wind up and dissolve this Company, following such transfer and conveyance of its assets and such distribution to stockholders of the considerations received therefor.

3. Taking all other action that may be necessary or incidental to effectuating any of the foregoing matters and things.

Dayton, Ohio, May 16th, 1929.

BY ORDER OF THE BOARD OF DIRECTORS,

D. A. Kohr, President.