

Company Number: 10827904

**THE COMPANIES ACT 2006**

**WRITTEN RESOLUTIONS**

- of -

**CONSOLIDATED PLASTICS LIMITED**

**(the Company)**

Circulated on *21<sup>st</sup> August* 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**) and in accordance with the Company's articles of association, the Sole Director of the Company proposes that resolutions 1 and 2 below are passed as ordinary resolutions (the **Ordinary Resolutions**) and resolutions 3, 4 and 5 below are passed as special resolutions (the **Special Resolutions**).

**Ordinary Resolutions**

**1. Conversion of shares**

That the existing Ordinary Shares of £1 each in the share capital of the Company be and are hereby reclassified as A Shares of £1 each with the rights set out in the New Articles (as defined below)

**2. Authority to allot**

That, in accordance with section 551 of the Act, the Sole Director of the Company be generally and unconditionally authorised to allot 15 B Shares of £1 each in the capital of the Company having the rights and subject to the restrictions set out in the articles adopted pursuant to resolution 3. Unless renewed, varied or revoked by the Company, this authority shall expire on the date 5 years from the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Sole Director of the Company may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Sole Director.



## Special Resolutions

### 3. Adoption of new articles of association

That the regulations contained in the document attached to this Resolution and for the purposes of identification signed by the Sole Director of the Company be and are hereby approved and adopted with immediate effect as the new articles of association of the Company (the **New Articles**) in substitution for and to the exclusion of the existing articles of association of the Company.

### 4. Disapplication of pre-emption rights

That, subject to the passing of resolution 2 above, and in accordance with section 570 of the Act, the Sole Director be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £15 and shall, unless renewed, varied or revoked by the Company, expire on the date 5 years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Sole Director may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

### 5. Adoption of Scheme

That the Consolidated Plastics Limited Enterprise Management Incentive Share Scheme (the **Scheme**) be approved, and the Sole Director of the Company be authorised to do all acts and things necessary to finalise the documentation for and to implement the Scheme.

Please read the notes at the end of this document before you signify your agreement to the Resolutions.

The undersigned, being the persons (s) entitled to vote on the Resolutions on the date hereof, hereby irrevocably agree to the Resolutions.

  
.....  
Martin Foreman (as Trustee of the Michael Cowan Business Property Trust)

.....  
For and on behalf of **Farrer & Co Trust Corporation Limited** (as Trustee of the Michael Cowan Business Property Trust)

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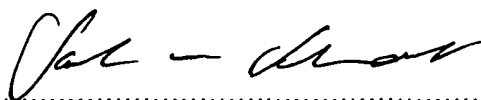
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**Martin Foreman** (as Trustee of the Michael Cowan Business Property Trust)



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For and on behalf of **Farrer & Co Trust Corporation Limited** (as Trustee of the Michael Cowan Business Property Trust)

## **Notes**

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at its registered office.
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. Your agreement, once signified, cannot be revoked.
4. Unless, by the date 28 days from the date of these Resolutions, sufficient agreement has been received for the Resolutions to be passed, they will lapse.
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.