

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
of
API GROUP PLC
(the "Company")

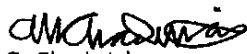
Passed on 1 August 2019

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed:

ORDINARY RESOLUTION

1. THAT, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company provided that:
 - 1.1 the maximum amount of such shares that may be allotted under this authority (within the meaning of such section) is £255,829.10 in nominal value; and
 - 1.2 the authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 1 November 2020, 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,
 - 1.3 and the authority granted by this resolution is in substitution for any authority to allot shares in the Company previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked.

Signed


C. Chadwick
Secretary

Dated

1 October 2019

