

Company No: 00169249

The Companies Act 2006
COMPANY LIMITED BY SHARES

RESOLUTION

of

API GROUP PLC

PASSED 25 OCTOBER 2019

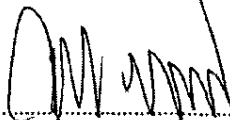
At the General Meeting of the above-named Company duly convened and held at Steel Partners, 590 Madison Avenue, Floor 32, New York, NY USA 10022 on 25 October 2019, Resolution 1 and 2 were duly passed as special resolutions, and Resolution 3 was duly passed as an ordinary resolution:

SPECIAL RESOLUTION

1. **THAT** the Company be re-registered as a private limited company under the Companies Act 2006 by the name of API Group Limited;
2. **THAT** the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairman of the board of directors be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association; and

ORDINARY RESOLUTION

3. **THAT** with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.



Chairman

MONDAY



LD1 *L8H2ER22* #8
28/10/2019
COMPANIES HOUSE