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**WRITTEN RESOLUTION OF THE SOLE MEMBER OF**

**FIRST CIRCLE PACKAGING LIMITED**

**COMPANY NUMBER: 00400002**

**(the Company)**



Circulation Date: 30 November 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**) and the Company's articles of association (**Articles**), the directors of the Company propose that resolution 1 below is passed as a special resolution (**Special Resolution**) and that resolutions 2 and 3 below are passed as ordinary resolutions (**Ordinary Resolutions**). The Special Resolution and the Ordinary Resolutions are referred to in this written resolution as the **Resolutions**.

**SPECIAL RESOLUTION**

1. **THAT**, the articles of association attached to this resolution (the **New Articles**) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing Articles.

**ORDINARY RESOLUTIONS**

2. **THAT**, subject to the passing of resolution 1 above, 10,000 ordinary shares of £0.10 each in the capital of the Company registered in the name of Bellcave Limited be re-classified as 10,000 A Ordinary Shares of £0.10 each in the capital of the Company and having the respective rights and subject to the respective restrictions set out in the New Articles.
3. **THAT**, subject to the passing of resolutions 1 and 2 above, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot:
  - 3.1 2,120 B Ordinary Shares of £0.10 each in the capital of the Company, which shall not exceed a total aggregate nominal value of £212, each having the respective rights and subject to the respective restrictions set out in the New Articles. Unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the date the Ordinary Resolutions are 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 directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

## AGREEMENT

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:



.....  
Signed

For and on behalf of **BELLCAVE LIMITED**

30 November 2020.....

Date

## NOTES

If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the directors at the Company's registered office marked for the attention of Marc Meyohas or by email to Marc Meyohas [marc@greybull.eu](mailto:marc@greybull.eu) with a subject line of "*FCPL – Member's Resolution*".

You may not return the Resolutions to the Company by any other method. You may not use the email address for the return of resolution for any other purpose.

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.

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

Unless, by the date 28 days from the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.

In the case of joint member, only the vote of the senior member who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint members appear in the register of members.

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.