

CUMBERLAND ELECTROCHEMICAL LIMITED ("COMPANY")
COMPANY NO: 00465980

SPECIAL RESOLUTION

Passed on 26 October 2021

At a general meeting of the Company duly convened and held at the registered office of the Company on 26 October 2021 at, the following resolution was duly passed as a special resolution.

Amendment to Articles of Association

That the articles of association of the Company be amended by:

- (a) deleting the existing text of the penultimate paragraph of article 1 and replacing it with the following:

Expressions referring to writing shall, unless the contrary intention appears, be construed, as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form, including electronic form ("electronic form" having the meaning given in section 1168 of the Companies Act 2006).

- (b) deleting the existing text of article 98 and replacing it with the following:

98. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

- (c) inserting new article 50A as follows:

50A Notice of a general meeting of a company must be given in hard copy form and in electronic form.

- (d) inserting new article 53A as follows:

53A (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when:

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance and presence at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend and are present at a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

(e) inserting new article 98A as follows:

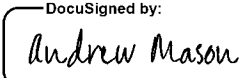
98A (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

(a) the meeting has been called and takes place in accordance with the articles; and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

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Andrew John Mason
Director