

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF SOLE MEMBER

of

A. SCHULMAN GAINSBOROUGH LTD. ("THE COMPANY")

Company number: 03261137

CIRCULATION DATE: [28/04/2020]

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions of the Company.

SPECIAL RESOLUTION

THAT the existing Articles of Association of the Company be altered by revising the following article:

Article 13 shall read in its entirety:


"Except as hereinafter provided the quorum necessary for the transaction of the business of the Directors shall be two provided that at any time when the minimum number of Directors of the Company is one and there is only one Director for the time being of the Company the quorum necessary for the transaction of the business of the Directors shall be one.

Clause 89 in Table A shall not apply to the Company."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being the sole member of the Company, entitled to vote on the Resolutions of the Company on the above circulation date irrevocably agree to the Resolution as indicated above.


Diana Lambrechts – Scheepers
For and on behalf of
A. Schulman Europe International BV



NOTES:

If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the Resolution, 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 as you may not revoke your agreement.

Unless, by 28 days following the Circulation Date, your agreement to the Resolution has been received, it will lapse.

In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders 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.