

**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMBERS' WRITTEN RESOLUTIONS**  
of

**MAYNARD & HARRIS PLASTICS (UK) Limited**  
(Company number 04669525)  
(the "Company")

**Date:** 30 September 2019 (the "Circulation Date")

**RESOLUTIONS**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") the Directors of the Company propose that the following Resolutions be passed as ordinary resolutions and special resolutions of the Company (the "Resolutions"):

**ORDINARY RESOLUTION**

**THAT**, the Directors be generally and unconditionally authorised in accordance with section 551 of the Act to allot new ordinary shares of £0.01 each in the capital of the Company, up to an aggregate nominal amount of £1.00, provided that:

- (a) this authority shall expire on the earlier of five years after the passing of the Resolutions or this authority being revoked or varied by the shareholders; and
- (b) the Company may, before expiry of the authority under paragraph (a) above, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after its expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

For the avoidance of doubt, the passing of this ordinary resolution shall constitute the consent of the "Controlling Shareholder" (as such term is defined in the articles of association of the Company (the "Articles") in accordance with Article 22 of the Articles.

**SPECIAL RESOLUTION 1**

**THAT**, subject to the passing of the above ordinary resolution and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by the above resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

**SPECIAL RESOLUTION 2**

**THAT** the Company be authorised, pursuant to section 641(1)(a) of the Act, to conduct a reduction of capital supported by a solvency statement (within the meaning of sections 642 and 643 of the Act) in order to:

- (c) reduce the amount standing to the credit of the share premium account of the Company by an amount equal to £120,724,811.99, such that following the completion of the capital reduction the amount standing to the credit of the share premium account of the Company will be approximately nil and that the amount so reduced be credited (as far as possible) to the Company;



- (d) reduce the nominal value of the Company's own ordinary shares of £0.01 each (the "**Shares**") to £0.0000000054 such that the aggregate nominal value of the Shares is reduced from £1,850,000.02 to £1 and the amount so reduced be credited (as far possible) to the distributable reserves of the Company; and
- (e) the directors be and are hereby authorised generally to do all acts and things which they may consider appropriate to implement the foregoing.

The undersigned, a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by: Jason Greene

Director

(Print name of signatory)

for and on behalf of:

**MAYNARD & HARRIS GROUP LIMITED**

Signature.....

Date: 30 September 2019

**Notes**

- 1 If you agree with the Resolutions, please signify your agreement by signing and dating this document and returning it to the Company by hand or by post at the registered office address of the Company, marked for the attention of the Company Secretary.
- 2 Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- 3 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.
- 4 If by 18:00 on the date that is 28 days after the circulation date, insufficient agreement has been received for the Resolutions to pass, they will lapse.
- 5 In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted.
- 6 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.