

No. 05501257

MONDAY



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A06 09/12/2019 #42
COMPANIES HOUSE

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

UNANIMOUS RESOLUTION OF THE SHAREHOLDERS

of

BAPCO CLOSURES HOLDINGS LIMITED

(Effective 18/11/ 2019)

The following resolutions were duly passed by the members of the Company as if such resolutions were special resolutions:

SPECIAL RESOLUTIONS

1. ALTERATION OF ARTICLES OF ASSOCIATION

THAT, pursuant to section 21(1) of the Act, the existing articles of association of the Company be deleted in their entirety and the regulations contained in the document appended to this written resolution (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

2. Sub-division and redesignation of share capital

THAT each of the:

- (vi) 1,137,500 A Ordinary Shares of £1 each in the capital of the Company be sub-divided and redesignated as 113,750,000 ordinary shares of £0.01 each (each having the rights set out in the New Articles);
- (vii) 2,716,875 B Ordinary Shares of £1 each in the capital of the Company be sub-divided and redesignated as 271,687,500 ordinary shares of £0.01 each (each having the rights set out in the New Articles);
- (viii) 14,736,689 D Ordinary Shares of £1 each in the capital of the Company be sub-divided and redesignated as 1,473,668,900 ordinary shares of £0.01 each (each having the rights set out in the New Articles);
- (ix) 3,080,923 E Ordinary Shares of £1 each in the capital of the Company be sub-divided and redesignated as 308,092,300 ordinary shares of £0.01 each (each having the rights set out in the New Articles); and

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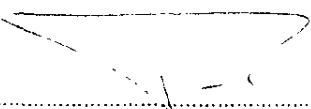
- (x) ~~4,688,388~~ ^{4,688,338} Ordinary Shares of £0.10 each in the capital of the Company be subdivided and redesignated as ~~46,886,880~~ ^{46,883,380} ordinary shares of £0.01 each (each having the rights set out in the New Articles).

3. Redesignation of share capital

THAT each of the 142,003 issued C Ordinary Shares of £0.01 each in the capital of the Company be and are hereby redesignated as 142,003 ordinary shares of £0.01 each (each having the rights set out in the New Articles).

4. Ratification of sole director's acts

- 4.1 THAT**, pursuant to section 239 of the Act, the actions of the sole director, Marc Prieur, in carrying out the business of the Company as a sole director during the period from 2 August 2019 until the adoption of the New Articles, be and are hereby ratified and confirmed, and all acts, matters and things done or undertaken by the Company during such a period be and are hereby ratified, confirmed and adopted.


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Chairman