



OPRL LTD
The Magenta Building,
2 Brookhill Way,
Banbury, OX16 3ED
Email: enquiries@oprl.org.uk

OPRL LIMITED (the "Company")
Company Number 06853461

PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE

Company number 06853461

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

Of

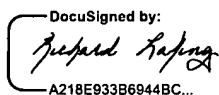
OPRL LIMITED (the "Company")

Passed on 23 November 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution was duly passed as a written resolution of the company.

SPECIAL RESOLUTION

That the articles of association contained in the document attached to this written resolution be adopted as the articles of association for the Company to the exclusion of, and in substitution for, the existing articles of association of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provision of the memorandum of association that would otherwise be treated as articles under section 28 of the Companies Act 2006.

DocuSigned by:

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Company Secretary
OPRL Ltd

Attachment: Revised Articles November 2021





OPRL LTD
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Email: enquiries@oprl.org.uk

OPRL LIMITED (the "Company")
Company Number 06853461

Minutes of a meeting of the directors of the Company held

at: 320 Garratt Lane, London, SW18 4EJ
on: 23 November 2021
at: 10 am

PRESENT:

Members

Phillip Fenton (British Glass)
Stuart Foster (RECOUP)
Tom Giddings (ALUPRO)
Carole Taylor (LARAC)
Paul Vanston (INCPEN)

Members - Apologies

Paul East (RECOUP)
Robert Fell (MPMA)
Richard Hands (ACE UK) – voted via Proxy
Mandy Kelly (ACE UK)
Andrew Large (CPI)
Simon Weston (CPI)

Board

Margaret Patricia Bates
Alison Jane Bevis
Jacob Pao Hayler
Lee Colin Marshall
Kevin Berkley Vyse
Phillip David Ward
Hugh John Winter
Karen Graley Worral

Board – Apologies

Stuart James Thomas Lendrum
Anne Elizabeth MacCaig

IN ATTENDANCE: Richard Laking (Company Secretary)

PRELIMINARIES

It was confirmed that due notice of the meeting had been given to all directors entitled to attend and that there was a quorum present.



BUSINESS OF THE MEETING

It was reported that the meeting had been called for the purpose of considering, and if thought fit, recommending that the member of the Company adopt new articles of association.

RESOLUTIONS

The proposed revised articles of association (the "**New Articles**") were presented to the meeting.

Following consideration by the directors of:

the New Articles; and

their duties under the Companies Act 2006 (the "**Act**"), including consideration of the matters referred to in section 172(1) of the Act

it was **RESOLVED** that adoption of the New Articles would be most likely to promote the success of the Company for the benefit of its members as a whole.

There was produced to the meeting a form of written resolution of the members of the Company to take effect as a special resolution to adopt the New Articles as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provisions of the memorandum of association (the "**Written Resolution**"). It was **RESOLVED** that the Written Resolution be approved and the secretary was instructed to circulate the same immediately to the member of the Company.

The meeting was then adjourned.

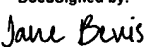
On resumption of the meeting it was reported that the Written Resolution was duly passed, having been signed by the members of the Company. Accordingly, it was reported that the New Articles had been adopted as the articles of association of the Company with immediate effect.

FILING OF DOCUMENTS

The secretary was instructed to arrange for the filing of the following documents with the Registrar of Companies: a print of the Written Resolution; and a copy of the New Articles.

OTHER BUSINESS

There being no further business the meeting then ended.

DocuSigned by:

.....7882192FA3AC471.....

Chair
OPRL Ltd



Appendix

Written Resolution

The Members of the Company and Board of Directors hereby resolve that the Company should become a Certified B Corporation as a business committed to meeting the highest standards of verified social and environmental performance, public transparency, and legal accountability to balance profit and purpose, and; to adopt the necessary changes to our Articles of Association to legally incorporate this approach and our objects in order to advance our application for Certified B Corporation status.

This was APPROVED unanimously by those Guarantors present, and MB noted that ACE UK had confirmed their approval by email.

After Section 1, insert a new Section 2 as follows, renumbering all subsequent sections accordingly:

- 2.1 The objects of the Company are:
 - a) to drive circularity and a transformation in packaging resource efficiency;
 - b) to collaborate across the packaging cycle to achieve this systemic change.
- 2.2 through its business and operations, to have a material positive impact on society and the environment, taken as a whole.
- 2.3 A Director must act in the way he or she considers, in good faith, most likely to promote the success of the Company in achieving the objects set out in paragraph 2.1) above, and in doing so shall have regard (amongst other matters) to:
 - 2.3.1 the likely consequences of any decision in the long term,
 - 2.3.2 the interests of the Company's employees,
 - 2.3.3 the need to foster the Company's business relationships with suppliers, customers and others,
 - 2.3.4 the impact of the Company's operations on the community and the environment,
 - 2.3.5 the desirability of the Company maintaining a reputation for high standards of business conduct, and
 - 2.3.6 the need to act fairly as between members of the Company, (together, the matters referred to above shall be defined for the purposes of this Article as the "Stakeholder Interests").
- 2.4 For the purposes of a Director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a Director shall not be required to regard the benefit of any particular Stakeholder Interests or group of Stakeholder Interests as more important than any other.
- 2.5 Nothing in this Article express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).
- 2.6 The Directors of the Company shall, for each financial year of the Company, prepare and circulate to its members an impact report. The impact report shall contain a balanced and comprehensive analysis of the impact the Company's business has had, in a manner proportionate to the size and complexity of the business. The impact report shall contain such detail as is necessary to enable the members to have an understanding of the way in which the Company has promoted its success for the benefit of its members as a whole and, through its business and operations, sought to have a material positive impact on society and the environment, taken as a whole. If the Company is also required to prepare a strategic report under the Companies Act 2006, the Company may choose to publish the impact report as part of its strategic report and in accordance with the requirements applying to the strategic report.