

Company No: 07754143

HRANIPEX LIMITED (the "Company")

Written resolutions of the sole director of the Company being Simon Mitchell ("Sole Director")
dated 28.09.2022 (the "Resolutions")

1. BACKGROUND AND PURPOSE OF RESOLUTIONS

1.1 The purpose of these resolutions is to consider, and if thought fit, approve:

1.1.1 subject to the passing of the Written Resolution (defined below), the adoption of new articles of association of the Company ("New Articles") in substitution for and to the exclusion of the existing articles of association of the Company ("Existing Articles"); and

1.1.2 the circulation of a written resolution ("Written Resolution") to the members of the Company to approve the adoption of the New Articles in substitution for and to the exclusion of the Existing Articles, the latest available draft of which has been reviewed by the Sole Director.

1.2 It is further noted that the Company has received duly executed copies of:

1.2.1 a notice from its sole shareholder HRANIPEX a.s. requesting that, subject to the passing of the Written Resolution and the adoption of the New Articles, the Company take all such action as is required to appoint Filip Winkelhofer as a director of the Company and that Filip Winkelhofer shall be deemed to be the Parent Director (as defined in the New Articles) ("Parent Company Notice"); and

1.2.2 a consent to act as a director of the Company from Filip Winkelhofer ("Consent to Act").

2. DISCLOSURE OF INTERESTS

2.1 It is noted that the Sole Director is aware of his statutory duty to promote the success of the Company for the benefit of its member (both in relation to the resolutions below and generally) and identified each of the considerations to which he was to have regard as set out in section 172(1) of the Companies Act 2006 (the "Act").

2.2 It is further noted that in accordance with Section 177 of the Act the Sole Director confirmed the nature and extent of his interest, direct or indirect in any way, in the proposed business of the meeting.

3. WRITTEN RESOLUTION

3.1 It is proposed that the Written Resolution be circulated to the members of the Company to consider and, if thought fit, pass a resolution to adopt the New Articles.

3.2 IT IS RESOLVED that:

3.2.1 the Written Resolution be approved in the form reviewed by the Sole Director (with such amendments as the Sole Director may approve) and that the Sole Director be instructed to deliver the Written Resolution to the members of the Company together with a statement as to how the members can signify agreement to the resolutions contained therein and the end date by which the resolutions must be passed; and

3.2.2 subject to and conditional upon the passing of the Written Resolution, a print of the Written Resolution and a copy of the New Articles be filed with the Registrar of Companies.

4. **APPOINTMENT OF NEW DIRECTOR**

4.1 The Sole Director considered the Parent Company Notice and the Consent to Act.

4.2 **IT IS RESOLVED** that, subject to the passing of the Written Resolution and the adoption of the New Articles, Filip Winkelhofer, having consented to act, be appointed as a director of the Company with effect from the date of the adoption of the New Articles and that the Company would make the necessary filings with the Registrar of Companies.

5. **FILINGS AND COMPANY RECORDS**

The Sole Director **RESOLVED** that all the necessary filings be made with the Registrar of Companies and the Company's books and registers be written up in accordance with the matters that were the subject of the meeting.

6. **APPROVAL OF RESOLUTIONS**

IT IS RESOLVED that the Sole Director be authorised to sign a copy of these resolutions as representing a true record of the business conducted.



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SIMON MITCHELL
SOLE DIRECTOR