

20 DEC 2018

FRONT DESK

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

ANDRITZ POWERLASE HOLDINGS LIMITED

(Registered in England and Wales No. 10005214)

(the "Company")

WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the resolutions set out below (the "**Resolutions**") have been duly passed as to resolution 1 as an ordinary resolution and as to resolutions 2 and 3 as special resolutions of the Company on 20 December 2018:

ORDINARY RESOLUTION

1. That in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot C ordinary shares of £0.001 each up to an aggregate nominal amount of £14,178.832, provided that this authority shall, unless renewed, revoked or varied in accordance with the Act, expire on the date ending one month from the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into the shares in the Company, after such expiry.

SPECIAL RESOLUTIONS

2. That, subject to the passing of Resolution 1 set out in the notice of written resolutions of the Company circulated on 18 December 2018 (the "**Allotment Authority**") and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the Allotment Authority as if section 561(1) of the Act did not apply to such allotment, and the power given by this resolution shall be in substitution for all pre-existing powers under section 570 of the Act, and expire at the same time as the Allotment Authority, save that the Company may before expiry of the power conferred on the Directors by this Resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry.
3. THAT the articles of association of the Company be amended as marked in track on the form set out in the Appendix hereto.

Signed

Name

Director

HEINE AUTISCHER

THURSDAY



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COMPANIES HOUSE