

THE COMPANIES ACT 2006

A Private Company Limited by Shares

WRITTEN RESOLUTION (001)

of

ASF Brazil LIMITED

(the "Company")

5th of August 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution (the "Resolution") is passed as a Special Resolution of the Company.

Special Resolution (001)

That the Articles of Association, a copy of which is annexed to this Resolutions, be and are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.

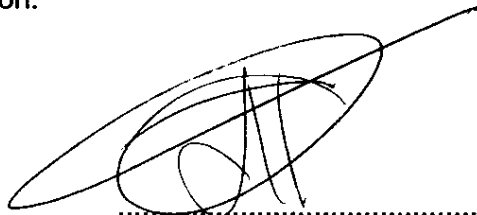
AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the above date, hereby irrevocably agrees to the Resolution:

**Signed on behalf of
ASF Brazil Limited**

Date


.....
5th of August 2019
.....



The Companies Act 2006
A Private Company Limited by Shares

New
Articles of Association
of


ASF Brazil Limited

as adopted by Special Resolution (001) passed 5th of August 2019

INTRODUCTION

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:



"Act"	means the Companies Act 2006
"Articles"	means the Company's articles of association for the time being in force
"Business Day"	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business
"Conflict"	means a situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
"Controlling Shareholder"	means a registered holder for the time being of not less than 75% in nominal value of the equity share capital of the Company from time to time
"Eligible Director"	means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter)
"Group"	means the Company, any subsidiary of the Company, any company of which the Company is a subsidiary (its holding company) and any other subsidiaries of any such holding company, in each case for the time being, and "member of the Group" shall mean any of them
"holding company"	has the meaning given in Article 1.6
"Model Articles"	means the model articles for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended