

**POLYTECH LIQUID POLYMERS LIMITED**

**Company Number: 12170514**

(the "Company")

MONDAY



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14/08/2023

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COMPANIES HOUSE

**SHAREHOLDER RESOLUTIONS (PRINT RESOLUTION)**

**Circulation Date:** 3 August 2023

The following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

**THAT** a new article 34 of the articles of association of the Company, as set out below, be approved and adopted:

**"34. SHARE TRANSFERS**

34.1 Notwithstanding any provisions contained in these Articles or the Model Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise) the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is:

- (a) in favour of a Secured Party;
- (b) delivered to the Company for registration in order to perfect a Secured Party's interest over those shares; or
- (c) executed pursuant to any power of sale or otherwise under any security interest over those shares in favour of a Secured Party,

and, furthermore, notwithstanding anything to the contrary contained in these Articles or the Model Articles, no person who transfers or proposes to transfer any shares in any of the circumstances described in Article 34.1 above, is required to provide any prior written notice to the Company or to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise (including, for the avoidance of doubt, under the Model Articles) howsoever to require any such share to be transferred to that member (whether for consideration or not).

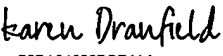
34.2 For the purposes of this Article 34 (Share transfers), "**Secured Party**" means any bank or financial institution or other entity to which a security interest has been granted over any shares (whether such bank, financial institution or other person is acting as agent, trustee or otherwise), or any nominee, receiver or other entity acting on its behalf.

34.3 Notwithstanding any provisions contained in these Articles or the Model Articles:

- (a) no lien shall attach to the shares (nor to any dividend or moneys payable in respect of such shares) of the Company which have been charged by way of security to a Secured Party, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell those shares; and

- (b) the directors shall not have any right of forfeiture over or in respect of the shares of the Company which have been charged by way of security to a Secured Party.
- (c) the directors shall not have any right to send call notices in respect of the shares of the Company which have been charged by way of security to a Secured Party.

34.4 If there is any inconsistency between any provision of this Article 34 and any provision of any other Article, the provision of this Article 34 shall apply."

DocuSigned by:  
  
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**Director**