

**EXECUTION VERSION**

**Company Number: 01267599**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF THE SOLE MEMBER**  
**of**  
**C S LABELS LIMITED (the "Company")**

Circulated on 11 May 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

**ORDINARY RESOLUTIONS**

1. **THAT** the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of the following documents to be entered into are hereby approved:
  - 1.1 an accession agreement to be entered into by C S Labels Limited in respect of a senior facilities agreement (the "**Facilities Agreement**") originally dated 24 October 2018 as amended or as amended and restated from time to time and most recently on 23 August 2021 between, amongst others, Packaging Princtco NV as Company, the financial institutions listed in Schedule 1 of that agreement as Original Lenders, and KBC Bank NV as Coordinator, Agent and Security Agent;
  - 1.2 the Facilities Agreement;
  - 1.3 a debenture to be entered into by the Company in favour of the Security Agent constituting a fixed charge over the assets identified in it and a floating charge over the remainder of the Company's undertakings for the Secured Obligations (as defined therein); and
  - 1.4 any and all other documents, instruments, certificates, notices and confirmations, including any drawdown notice, that any person may require in connection with the Facility Agreement,  
  
(together the "**Relevant Documents**");
2. **THAT** the directors have authority to approve and ratify (as appropriate) the terms of, and the transactions contemplated by the Relevant Documents;
3. **THAT** the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents is in the best interests of the Company's business and will promote the success of the Company for the benefits of its members as a whole; and
4. **THAT** resolutions 1 to 3 have effect notwithstanding any provision of the Company's articles of association or the Act or any personal interest of any director of the Company.

**SPECIAL RESOLUTION**

5. **THAT** the articles of association of the Company be amended by including an article 4.3 as follows:

‘4.3 Notwithstanding anything in these Articles or the Model Articles:

- 4.3.1 the Directors shall promptly register any transfer of any shares which are the subject of a security interest where the relevant transfer is: (1) to the holder of the security interest (or to its nominee or any other entity acting on its behalf) or (2) to any other person on any enforcement of that security interest, whether that transfer is made by the holder of the security interest (or its nominee or any other entity acting on its behalf) or by any receiver or (3) by any insolvency practitioner in the course of selling those shares;
- 4.3.2 in connection with any share transfer of a kind referred to above, no transferor (or proposed transferor) of any shares in the Company shall be required to offer those shares to any of the shareholders of the Company, and no shareholder shall have any right (whether under these Articles, the Model Articles or otherwise) to require such shares to be transferred to them whether for consideration or not; and
- 4.3.3 the Company and the Directors shall not be entitled to exercise any lien which the Company has in respect of those shares.’

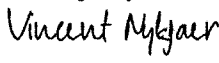
Please read the notes set out below before signing or taking any action on this document.

## AGREEMENT

We, the sole member entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

## FOR THE SHAREHOLDER

SIGNED on behalf of Packaging Printco NV

Signature	
DocuSigned by:  41976697374748F...	<div>Authorised person</div> Director
Print name Vincent Nykjaer	

Date on which resolution is passed 11 May 2022

Notes:

1. If you agree to the Resolutions, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:
  - 1.1 by hand or post to C S Labels Limited, Unit 1 Steelpark Trading Estate, Steelpark Way, Wolverhampton, England, WV11 3BF FAO: The Directors; or
  - 1.2 by attaching a scanned copy of the signed document and sending it to [martin.denduyver@asteriagroup.eu](mailto:martin.denduyver@asteriagroup.eu).

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

2. Once delivered, you will have indicated your agreement to the Resolutions and may not revoke your agreement.
3. The Resolutions will lapse if your agreement to them has not been received by the Company within 28 days of the Circulation Date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. *If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.*