

POLYNT COMPOSITES HOLDING UK LIMITED (COMPANY NO. 09273948)

(THE “COMPANY”)

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER

CIRCULATION DATE: **24 FEBRUARY 2022**

We, the undersigned, being the sole “eligible member” of the Company (as defined in Section 289 of the Companies Act 2006) who, at the Circulation Date, is entitled to receive notice of and to attend and vote at general meetings of the Company, hereby RESOLVES in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolutions as special resolutions:

1. THAT the articles of association of the Company be amended by the addition of the following new article 36.6:

36.6 Notwithstanding anything contained in these articles, the Company shall not be entitled to:

36.6.1 *enforce the Company’s lien in respect of any shares which have been charged by way of any security interest purported to be granted over those shares (each a “Security”) to any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a “Financial Institution”) or to any nominee of any Financial Institution; or*

36.6.2 exercise any rights, remedies or powers to forfeit, including to issue a notice of intended forfeiture in respect of any shares which have been charged by way of Security to any Financial Institution or to any nominee of any Financial Institution.

2. THAT the articles of association of the Company be amended by the deletion of article 46.6 in its entirety and the addition of the following new article 46.6

46.6 The Directors **will** not decline to register, nor suspend registration of, any transfer of shares:

46.6.1 in favour of any Financial Institution or to any nominee of any Financial Institution where the transfer of shares is pursuant to Security;

46.6.2 executed pursuant to any rights a Financial Institution has as holder of

any Security.

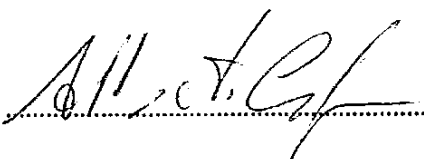
A certificate of the holder of security over the shares being so transferred will be conclusive evidence of those facts.

Furthermore, notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Financial Institution or to any nominee of any Financial Institution shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

3. THAT these resolutions shall have effect notwithstanding any provision of the Company's articles of association.

[Signature page follows]

Signed by its duly authorised representatives.

Signed:  (Alberto Carpani, Director A)

Signed: ..... (D.A.W.S. Aujla, Director B)

for and on behalf of

**SCH II BV**


Date: 24 February 2022

#### NOTE

- (1) If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the registered office.
- (2) A member's agreement to a written resolution, once signed, may not be revoked.
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (4) The resolution set out above must be passed before the end of the day which is 28 days from the circulation date at the head of these resolutions otherwise it will lapse.
- (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.

Signed by its duly authorised representatives.

Signed: ..... (Alberto Carpani, Director A)



Signed: ..... (D.A.W.S. Aujla, Director B)

for and on behalf of

**SCH II BV**

Date: 24 February 2022

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