

Company Number: 00206372

**THE COMPANIES ACT 2006**

**SPECIAL RESOLUTION OF  
BIOQUELL PLC**

**Passed on 10 January 2019**

THURSDAY



A20 \*A7XDBETL\* 17/01/2019 #194  
COMPANIES HOUSE

The following resolution of Bioquell PLC (the "**Company**") were duly passed as a special resolution at a general meeting of the Company duly convened and held at the offices of BDB Pitmans LLP, 50 Broadway, London SW1H 0BL on 10 January 2019 at 10.15 a.m.

**SPECIAL RESOLUTION**

- 1a. THAT for the purpose of giving effect to the scheme of arrangement dated 18 December 2018 (the "**Scheme**") between the Company and the holders of Scheme Shares (as defined in the Scheme), in its original form or subject to any modification, addition or condition agreed in writing by the Company and Ecolab U.S. 2 Inc. and approved or imposed by the Court, the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect.
- 1b. THAT the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new article 3A:

**"3A SCHEME OF ARRANGEMENT**

- (a) In this Article 3A, references to "Scheme" are to the scheme of arrangement dated 18 December 2018 between the Company and the holders of its Scheme Shares under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition agreed by the Company and Ecolab U.S. 2 Inc. approved or imposed by the Court in accordance with its terms. Expressions defined in the Scheme shall have the same meanings in this Article 3A (save as expressly defined in these Articles).
- (b) Notwithstanding any other provision of these Articles, if the Company issues any Ordinary Shares (other than to Ecolab Offeror or its nominee(s)) at or after the Voting Record Time and at or before the Scheme Record Time, such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or subsequent holders of such shares shall be bound by the Scheme accordingly.
- (c) Subject to the Scheme becoming effective and notwithstanding any other provisions of these Articles, if any Ordinary Shares are issued or transferred to any person or his nominee (other than under the Scheme to Ecolab Offeror or its nominee(s)) (a "**New Member**") on or after the Scheme Record Time (the "**Post-Scheme Shares**") they

shall be immediately transferred to Ecolab Offeror (or as it may direct in writing) who shall be obliged to acquire all Post-Scheme Shares in consideration for, and conditional on, the payment by Ecolab Offeror of an amount in cash for each Post-Scheme Share as that New Member would have been entitled to under the Scheme for those Post-Scheme Shares had they been Scheme Shares, provided that the cash payment per share to be paid to a New Member pursuant to this paragraph (c) of this Article may be adjusted by the Directors, in such manner as the auditors of the Company may determine, on any reorganisation of or material alteration to the share capital of either the Company (including, without limitation, any subdivision and/or consolidation) effected after the close of business on the Effective Date. References in this Article to Ordinary Shares shall, following such adjustment, be construed accordingly.

- (d) To give effect to any transfer of Post-Scheme Shares required by this Article 3A, the Company may appoint any person as attorney or agent for the New Member to transfer the Post-Scheme Shares to Ecolab Offeror and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney or agent be necessary or desirable to vest the Post-Scheme Shares in Ecolab Offeror or its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as Ecolab Offeror may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of Ecolab Offeror) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by Ecolab Offeror. The attorney or agent shall be empowered to *execute and deliver as transferor a form of transfer or other instrument or instruction* of transfer on behalf of the New Member (or any subsequent holder) in favour of Ecolab Offeror or its nominees and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register Ecolab Offeror or its nominees as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares.
- (e) Ecolab Offeror shall settle or procure the settlement of the consideration due under paragraph (c) of this Article within 14 days after the transfer of the Post-Scheme Shares to Ecolab Offeror and/or its nominee(s).
- (f) Notwithstanding any other provision of these Articles, neither the Company nor the Directors shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to Ecolab Offeror Limited or its nominee(s)."