

FRIDAY



A24 \*A7DZUJ09\* #224  
07/09/2018  
COMPANIES HOUSE

Company number 01707312

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

DENMAUR INDEPENDENT PAPERS LIMITED (Company)

CIRCULATION DATE: 21 August 2018

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a Special Resolution of the Company (**Resolution**).

**SPECIAL RESOLUTION**

1. THAT the Company's articles of association be amended by the insertion of:

1.1. amended articles 14(a), (b) and (c); and

1.2. new articles 14(c)(i) to (iii) immediately after article 14(c) as follows:

**DRAG ALONG AND TAG ALONG PROVISIONS**

14

- a. If at any time any shareholder or shareholders representing in aggregate not less than 60 per cent of the shares conferring rights to attend and vote at general meetings of the Company then in issue (the "**Drag Along Vendors**") wish (and are permitted by these Articles of Association) to transfer shares to any person (the "**Drag Along Acquiror**") then, provided all the conditions in Article 14(b) below are met, the Drag Along Vendors shall have the option (the "**Drag Along Option**") to require the holders of all of the other shares ("**Called Shareholders**") to transfer their shareholdings ("**Called Shares**") to the Drag Along Acquiror or as that Drag Along Acquiror directs on the same financial terms and conditions as those accepted by the Drag Along Vendors.
- b. The conditions mentioned in Article 14(a) above are that:-
  - i. the Drag Along Acquiror is not an existing shareholder or connected with any existing shareholder within the meaning of section 839 Income and Corporation Taxes Act 1988;
  - ii. the intended date of Completion of the transfer (the "**Completion Date**");
  - iii. the terms of the transfers of shares to the Drag Along Acquiror are at arm's length and financially the same for all shareholders;
  - iv. within 14 days of the Drag Along Vendors agreeing to sell their shares a notice in writing (a "**Drag Along Notice**") is delivered to the Company and to each Called

Shareholder stating the number of shares the Drag Along Vendors intend to transfer to the Drag Along Acquiror and the consideration for the transfer including all the terms and conditions attaching to the transfer.

- c. A Drag Along Notice once given is irrevocable but both the notice and all the obligations under the notice will lapse after the expiry of six calendar months from issue if the Drag Along Vendors do not complete the transfer to the Drag Along Acquiror.

- i. On or before the Completion Date, the Called Shareholders shall execute and deliver stock transfer forms for the Called Shares, together with the relevant share certificates (or a suitable indemnity for any lost share certificates) to the Company. On the Completion Date, the Company shall pay the Called Shareholders, on behalf of the Drag Along Acquiror, the amounts due to the extent that the Drag Along Acquiror has put the Company in the requisite funds. The Company's receipt for the price shall be a good discharge to the Drag Along Acquiror. The Company shall hold the amounts due to the Called Shareholders in trust for the Called Shareholders without any obligation to pay interest.
- ii. To the extent that the Drag Along Acquiror has not, on the Completion Date, put the Company in funds to pay the purchase price due in respect of the Called Shares, the Called Shareholders shall be entitled to the return of the stock transfer forms and share certificates (or suitable indemnity) for the relevant Called Shares and the Called Shareholders shall have no further rights or obligations under this article in respect of their Shares.
- iii. If any Called Shareholder does not, on or before the Completion Date, execute and deliver (in accordance with article 14(c)(iii)) transfer(s) in respect of all of the Called Shares held by it, each defaulting Called Shareholder shall be deemed to have irrevocably appointed any person nominated for the purpose by the Drag Along Vendors to be its agent to execute all necessary transfer(s) on its behalf, against receipt by the Company (on trust for such holder) of the purchase price payable for the Called Shares, and to deliver such transfer(s) to the Drag Along Acquiror (or as it may direct) as the holder thereof. After the Proposed Buyer (or its nominee) has been registered as the holder of the Called Shares, the validity of such proceedings shall not be questioned by any person. Failure to produce a share certificate shall not impede the registration of shares under this article.

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

Nicholas Gee

Name:

NICHOLAS GEE

Date:

23<sup>rd</sup> August 2018

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

D Luckhurst

Name:

D Luckhurst

Date:

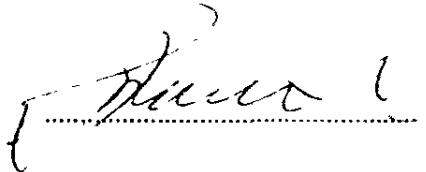
23rd Aug 2018

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

A handwritten signature in black ink, appearing to read "R. Hirschfeld", written over a horizontal dotted line.

Name:

R. HIRSCHFELD

Date:

23/8/18

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

S. Goodwin

Name:

SHERASH GOODWIN

Date:

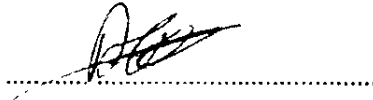
23-08-2018

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:



Name:

DAVID GEE

Date:

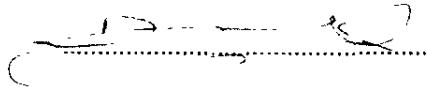
29/08/2018

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:



Name:

DAVID NORTON

Date:

24/8/18.

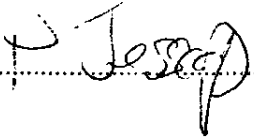


## AGREEMENT

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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

.....

Name:

.....PATRICIA JESSOP.....

Date:

.....24/8/18.....

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

KSimmms

Name:

KSimmms

Date:

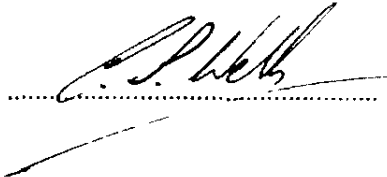
24/8/18

## AGREEMENT

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The undersigned, a person entitled to vote on the Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:



Name:

CHRISTOPHER STANLEY WELLS

Date:

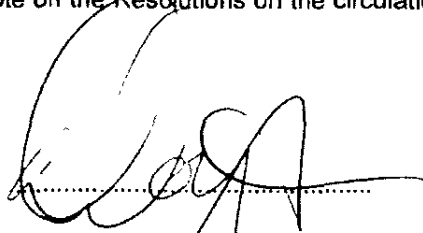
24<sup>th</sup> August 2018

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by



Name:

DANNY LOGAN

Date:

23/8/18

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

PAUL COOPER

Name:

PAUL COOPER

Date:

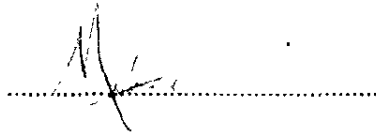
30/8/18

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:



Name:

Mr. Michael Noble Gee

Date:

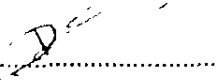
30<sup>th</sup> August 2018

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

  
.....

Name:

Mrs Denise Pauline Gee

Date:

30<sup>th</sup> August 2018

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

..... P. M. Pardoe .....

Name:

..... PAMELIA PARDOE .....

Date:

..... 28/8/18 .....



## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

ML

Name:

170GER SALES

Date:

26-8-18

## 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 Resolutions on the circulation date, hereby Irrevocably agrees to the Resolutions:

Signed by:

R. F. A. GEE

Name:

ROBERT F. A. GEE

Date:

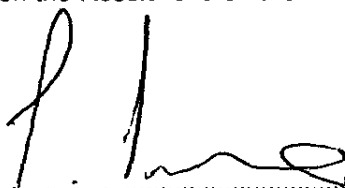
31 / 08 / 2018

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:



Name:

PETER SUMMERVILLE

Date:

3<sup>rd</sup> SEPTEMBER 2018

## 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 Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed by:

PL Somerville.

Name:

PAULINE LUCY SOMMERVILLE

Date:

300 SEPTEMBER 2018

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By hand: delivering the signed copy to Lorraine Reynolds at asb law LLP, Horizon House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN.

Post: returning the signed copy by post to Kelly Farewell, Denmaur Independent Paper Ltd, Bourncrete House, Bonham Drive, Sittingbourne, Kent ME10 3RY (in the envelope provided)

Email: by attaching a scanned copy of the signed document to an email and sending it to [lorraine.reynolds@asb-law.com](mailto:lorraine.reynolds@asb-law.com). Please type "Written resolution – Denmaur Independent Papers" in the email subject box.

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

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless by the date falling 28 days from the circulation date of these Resolutions, sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this 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.