

KNAUF (UK) LIMITED
(company number 02292347) (Company)

Private company limited by shares

Written Resolution

21/12 2020 (Circulation Date)

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (**Resolution**):

Special Resolution

That the articles in the form attached to this Resolution (**New Articles**) be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

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 Resolution on the Circulation Date, irrevocably agrees to the Resolution:

Signed:



Name:

IAN TIMOTHY STOKES

Date:

21/12/2020

Signed



(Duly authorised signatory of Knauf (UK) GmbH)

Name:

ALEXANDER KNAUF

Date:

21/12/2020


Notes:

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it using one of the following methods:
 - 1.1 **by hand** – delivering the signed copy to:
Jan Hoppe
Fladgate LLP, 16 Great Queen Street, London WC2B 5DG;
 - 1.2 **by post** – returning the signed copy by post to:
Jan Hoppe
Fladgate LLP, 16 Great Queen Street, London WC2B 5DG; and
 - 1.3 **by email** – attaching a scanned copy of the signed document, or an electronically signed copy of the document, to an email and sending it to jhoppe@fladgate.com
Please enter ""Written Resolution of Knauf (UK) Limited" in the email subject box.
2. If you do not agree to the Resolution, you do not need to do anything. You will be deemed not to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the end of the period of 28 days beginning on the Circulation Date (**Lapse Date**), sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that you return this document (as set out above) on or before the Lapse Date.
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.
6. A written resolution is passed as an **ordinary resolution** if it is passed by members representing a simple majority of the total voting rights of **eligible members**. A written resolution is passed as a **special resolution** if it is passed by members representing not less than 75% of the total voting rights of eligible members. In relation to a resolution proposed as a written resolution, the **eligible members** are the members who would have been entitled to vote on the resolution on the Circulation Date.

The Companies Act 2006
Company limited by shares
Special resolution
of
KNAUF (UK) LIMITED
(company number 02292347) (Company)

Under section 288 Companies Act 2006 on 21 / 12 2020 the following written resolution was passed as a special resolution:

That the articles in the form attached to this Resolution (**New Articles**) be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.



Director

Knauf (UK) Limited