

PLASTICELL LIMITED (the Company)
(Registered Number 04549890)

WRITTEN RESOLUTION OF THE SHAREHOLDERS

SPECIAL RESOLUTION

PASSED ON 30th OCTOBER 2015

By way of written resolution, duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Company's articles of association, the Company's shareholders passed the following resolution 1 as an ordinary resolution (on 14th October 2015) and resolution 2 as a special resolution (on 30th October 2015) (the **Resolutions**)

Ordinary Resolution

- 1 THAT, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006, in substitution for all existing authorities, to exercise all the powers of the Company to allot shares in the Company, and to grant rights to subscribe for, or to convert any security into, shares in the Company (the **Rights**), up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company, provided that this authority shall (unless previously renewed, varied or revoked by the Company) expire on the date that occurs five years after the date of this resolution was passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired (the **Period of Authority**)

Special Resolution

- 2 THAT, subject to the passing of resolution 1 above, the Directors of the Company be authorised, until the conclusion of the Period of Authority, in accordance with article 4.2 of the articles of association of the Company (the **Articles**), to allot and make offers to agree to allot to any person such number of ordinary shares of £0.00005 each in the capital of the Company as arise to be issued on conversion of up to £2,000,000 loan notes to be issued in accordance with a loan note instrument (the **Instrument**) adopted by the Company on or after the date hereof, converted at such rate as is specified in the Instrument, in each case without first offering the same to any other shareholder of the Company as required by articles 4.2 and 4.3 of the Company's articles of association and without application of article 4.5 (if applicable)

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COMPANIES HOUSE

Director