

Company No. 07330142

Date of Circulation:

2 February 2022

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**Private Company Limited by Shares**

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**Written Resolutions**

of

**U-POL Holdings Limited  
(the "Company")**

Passed on 2 February 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed by the Company as ordinary resolutions and as a special resolution (the "Resolutions"):

**ORDINARY RESOLUTIONS**

1. **THAT**, in accordance with section 681 of the Act:
  - a. the 16,954 C1 ordinary shares of £0.10 each in the capital of the Company be subdivided into 33,908 C1 ordinary shares of £0.05 each; and
  - b. the 119,957 C2 ordinary shares of £0.10 each in the capital of the Company be subdivided into 239,914 C2 ordinary shares of £0.05 each.
2. **THAT**, subject to the passing of Resolution 1,
  - a. each of the 20,539 issued B ordinary shares of £0.05 each in the capital of the Company;
  - b. each of the 33,908 issued C1 ordinary shares of £0.05 in the capital of the Company; and
  - c. each of the 239,914 issued C2 ordinary shares of £0.05 in the capital of the Company,

be and are hereby redesignated as A ordinary shares of £0.05 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to Resolution 3.

EU-350888 v1

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COMPANIES HOUSE

**SPECIAL RESOLUTION**

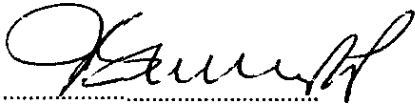
3. **THAT**, the articles of association in the form attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

*[Signature page follows]*

## AGREEMENT

Please read the notes accompanying this document before you signify your agreement to the Resolutions.

The undersigned being the sole member entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.



Name:

Title: Director

For and on behalf of Axalta Coating Systems UK Holding Limited

Date: ..... 2 February ..... 2022

