

CHEMTECH CONSULTANCY LIMITED (Company) (Registered Number: SC235349)

Resolutions of the Sole Director of the Company dated 29th April 2019

I, ALAN THOMAS WATSON, the sole director of the Company,

having **CONSIDERED** that:

- A. The Company wished to establish an employees' share scheme to be called the Chemtech Consultancy Limited EMI Share Option Plan (**Plan**) and to approve the grant of tax-advantaged enterprise management incentives (EMI) share options (**EMI Options**) to certain employees under the Plan.
- B. The EMI Options would be rights to acquire B ordinary shares of £0.01 each in the Company (**Option Shares**) with the EMI Options being satisfied by the issue and allotment of new Shares on exercise of the Options.
- C. The sole shareholder of the Company had passed an ordinary resolution approving the establishment of the Plan.
- D. It was considered that the Company qualified to grant EMI Options.

In particular:

The Company was not:

- a. A 51% subsidiary of another company;
- b. Otherwise controlled by, another company; or
- c. Controlled by another company and a person connected with it,

and there were no other arrangements in place to bring about any of those circumstances.

The Company met the trading activities requirement of the EMI legislation.

The Company had gross assets of less than £30M.

The Company had a full-time employee equivalent number of fewer than 250.

The Shares met the requirements of the EMI legislation.

The aggregate market value of Shares subject to the EMI Options would not exceed the £3M limit on the maximum value of the Company's shares subject to unexercised EMI Options at any time.

- E. Each of the recipients qualified to receive an EMI Options.

In particular:



- a. Each recipient was an employee of the Company;
- b. Each recipient met the working time requirements of the EMI legislation; and
- c. None of the EMI recipients had an interest in the Company that amounted to a disqualifying material interest under the EMI legislation.

The aggregate market value of shares subject to existing EMI Options (if any) previously granted by the Company and the EMI Option proposed to be granted to each recipient would not exceed the £250,000 limit on the maximum value of the Company's shares subject to unexercised EMI Options held by the recipient at any time.

None of the recipients was unable to receive EMI Options from the Company because a grant within the last three years had taken them over the limit on the maximum value of EMI Options granted to an individual within any three year period.

and having REVIEWED the following documents:

- F. A copy of the rules of the Plan.
- G. A form of Option agreement setting out the terms of EMI Options intended to meet the requirements of the EMI legislation.
- H. A letter from HMRC Shares and Assets Valuation confirming an agreed valuation of the Shares for the purposes of the grant of EMI Options.

and having NOTED that:

- I. The exercise price under all the EMI Options would be £7.87 a Share.
- J. The EMI Options would not ordinarily be exercisable before the occurrence of an Exit, as defined in the rules of the Plan.

DO HEREBY RESOLVE as follows:

- K. To approve the establishment of the Plan.
- L. To grant the EMI Options set out in the Schedule.
- M. To authorise the sole director or any director to make any arrangements necessary in connection with the grant of the EMI Options.
- N. To authorise the sole director or any director in the presence of a witness to execute the EMI Option Agreements on behalf of the Company on the Grant Date and execute any other documents required in connection with the grant of the EMI Options.
- O. To instruct the sole director or any director to ensure that:

- a. Each relevant recipient duly executed the EMI Option Agreement (which includes a declaration that he or she meets the statutory minimum working time requirement);
- b. HMRC was duly notified in respect of each EMI Option on time; and
- c. Each executed EMI Option Agreement was kept available by the Company for inspection by HMRC, if requested.

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A.T. Watson

Alan Thomas Watson

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29 April 2019

Date

Schedule of Options granted

Name of Option Holder	Address of Option Holder	Number of B Ordinary Shares of £0.01 each
Linda Hillhouse	20 Alloway Avenue, Dykebar, Paisley PA2 7DX	73
Craig John Dick	34 Strathcarron Drive, Paisley PA2 7AW	73
James Kemp	219 Peat Road, Glasgow G53 6LA	42
Sandra Connolly	35 Bardrain Road, Glenburn, Paisley PA2 8WO	83
Stuart Grant	65 Renshaw Road, Bishopton PA7 5HL	115
Sally Jane Williams	32 McDonald Court, Beith, KA15 1BW	52
Carl Alexander Moore	70 Brown Street, Renfrew, PA4 8HL	53
Christopher Gaskell	59 Montrose Road, Paisley, PA2 0LR	32