

Company number SC350811

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

KIMBERLEY WATSON PACKAGING LIMITED (Company)

SPECIAL RESOLUTIONS

1. THAT the articles of association in the form attached to this resolution be adopted as the articles of association of the Company (the **New Articles**) in substitution for, and to the exclusion of, the existing articles of association of the Company (the **Current Articles**).
2. THAT, subject to the passing of Resolution 5 below, the 500 Ordinary Shares of £0.01 each in the capital of the Company held by Kimberley Nicholl be and are hereby redesignated as 500 A Ordinary shares of £0.01 each in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles adopted pursuant to Resolution 1 above.
3. THAT, subject to the passing of Resolution 5 below, the 500 Ordinary Shares of £0.01 each in the capital of the Company held by Brian Nicholl be and are hereby redesignated as 500 B Ordinary shares of £0.01 each in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles adopted pursuant to Resolution 1 above.
4. THAT in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 6 below, as if section 561(1) of the CA 2006 did not apply to any such allotment.

ORDINARY RESOLUTIONS


5. THAT, immediately prior to the adoption of the New Articles at Resolution 1 above, in accordance with section 618 of the Companies Act 2006 the existing 10 Ordinary shares of £1.00 in the issued capital of the Company be sub-divided into 1000 ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1 each in the capital of the Company as set out in the Current Articles.



6. THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company (the **Directors**) be generally and unconditionally authorised to allot up to 1 C Ordinary share of £0.01 each in the capital of the company, having the respective rights and subject to the respective restrictions set out in the New Articles adopted pursuant to the Special Resolution 1, above. Unless renewed, varied or revoked by the Company this authority shall expire on the fifth anniversary of the date of this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

I HEREBY CERTIFY that the above resolutions were passed as special or ordinary resolutions (as set out above) of the Company by written resolution of the members under Chapter 2 of Part 13 of the Companies Act 2006 on 6th August 2020


Signed.....
Kimberley Nicholl, Director, Kimberley Watson Packaging Limited

Aug 6, 2020
Date.....