

Industrial Plastics Recyclers Limited

Company Number - 4279037



Special Resolutions

- a. That the Articles of Association of the Company be amended by deleting the present Article 18 and adopting the following new Article 9 in substitution for and to the exclusion of the existing Article 9 and that the new Articles of Association be adopted:

Article 9 TRANSFER OF SHARES

- 9.1 Any person (hereinafter called "the Proposing Transferor") proposing to transfer any shares shall give notice in writing (hereinafter called a "Transfer Notice") to the Company that he desires to transfer the same and specifying the price per share at which he is willing to sell them. The Transfer Notice shall constitute the Company the agent of the Proposing Transferor for the sale of all (but not some only) of the shares comprised in the Transfer Notice together with all rights then attached thereto to any member or members willing to purchase the same (hereinafter called "Purchasing Members") at the price specified in accordance with Article 9A. A Transfer Notice shall not be revocable except with the sanction of the directors.
- 9.2 The shares comprised in any Transfer Notice shall be offered to the members (other than the Proposing Transferor) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (hereinafter called "the Offer Notice") within seven days after the receipt by the Company of the Transfer Notice. The Offer Notice shall:-
- 9.2.1 state the identity of the Proposing Transferor, the number of shares comprised in the Transfer Notice and the price per share specified in the Transfer Notice and inform the members that shares are offered to them in accordance with the provisions of this Article 9;
- 9.2.2 contain a statement to the effect that the shares are offered in the first instance in the proportion referred to in the opening sentence of this Article 9 but go on to invite each member to state in his reply whether he wishes to purchase more or less shares than his proportionate entitlement and if so what number;
- 9.2.3 state the period in which the offer may be accepted (not being less than twenty days or more than thirty days after the date of the offer notice); and
- 9.2.4 For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company and may, if so specified in the acceptance, be accepted by a member in respect of a lesser number of shares than his full proportionate entitlement. If all the members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy any claims for additional shares (notified in response to the invitation referred to in Article 9.2.2) as nearly as may be in proportion to the number of shares already held by the members claiming additional shares, provided that no member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable of being offered to the members in proportion to their existing holdings, except by way of fractions, the same shall be offered to the members, or some of them, in such proportions as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the directors may think fit.
- 9.3 If purchasing members shall be found for the shares comprised in the Transfer Notice within

the appropriate period specified in Article 9.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the Sale Notice") to the Proposing Transferor specifying the purchasing members and the number of shares to be purchased by each purchasing member and the Proposing Transferor shall be bound upon payment of the price due in respect of all the shares comprised in the Transfer Notice to transfer the shares to the Purchasing Members.

- 9.4 If in any case the Proposing Transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company for the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the Proposing Transferor.
- 9.5 If the Company shall not give a sale notice to the Proposing Transferor within the time specified for that purpose in Article 9.4 he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty to transfer the shares (or some of the shares) comprised in the transfer notice without restriction to any person or persons at the best price obtainable.

Article 9A VALUATION OF SHAREHOLDING

9A.1 The sale and purchase price per share to be transferred under Article 9 above shall be valued as follows:

9A.1.1 the valuation of the entire issued share capital of the company shall be calculated by multiplying the Company's net post-tax profits ('the Profits') for the financial year immediately prior to the date of the valuation ('the Net Figure') by a multiplier of 8;

9A.1.2 the Net Figure shall then be divided by the number of issued shares in the Company's share capital and multiplied by the number of shares comprised in the transfer notice

9A.2 Each of, the Founders and the Investors undertakes to the other that they will procure that the Company does not adopt any measure whatsoever, accounting or otherwise, with the intention that the amount of the Profits or the Net Figure is limited in anyway

I declare that the above Resolutions were duly passed as a Special Resolution at an Extraordinary General Meeting of the Members of the above Company held at Industrial Plastics Recyclers Limited, Cornell Efrog, Ludlow Road, Knighton, Powys LD7 1LP on 8th March 2002 at 5.00 pm.


Cliff Matthews
Chairman