

**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**BAPP INDUSTRIAL SUPPLIES (UK) LIMITED**

(the "Company")

11 September 2020 ("Date of Circulation")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions (the "**Resolutions**").

**ORDINARY RESOLUTIONS**


1. THAT the Company's articles of association be amended by the revocation and removal of the statement of authorised share capital which immediately prior to 1 October 2009 was included at paragraph 5 of the Company's memorandum of association.
2. THAT, in accordance with section 551 CA 06, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £50,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is 5 years from the date of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.  
This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 CA 06.

**SPECIAL RESOLUTION**

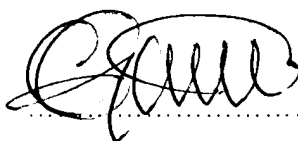
3. THAT the provisions of article 5(b) of the Company's articles of association shall not apply to the proposed allotment of 33,350 A ordinary shares of £1.00 each to Dean Cook and 16,650 A ordinary shares of £1.00 each to Christopher Garwood provided that such allotment is made within one month of the date hereof.

Please read the notes at the end of this document before signifying your agreement to these Resolutions.

The undersigned, being the persons who are entitled to vote on the above Resolutions on the date of circulation of them, irrevocably vote in favour of them:

  
.....  
DEAN COOK

Date: 11/69/20

  
.....

CHRISTOPHER GARWOOD

Date: 11/69/20

**Notes:**

1. Resolutions 1 and 2 are proposed as Ordinary Resolutions. This means that members holding more than 50 percent of the total voting rights of members entitled to vote on the Resolutions must vote in favour of them to be passed.
2. Resolution 2 is proposed as a Special Resolution. This means that members holding 75 percent or more of the total voting rights of members entitled to vote on the Resolution must vote in favour of it to be passed.
3. Unless the Resolutions are passed within a period of 28 days beginning with the Date of Circulation, they will lapse.
4. If you agree to the Resolutions, please indicate your agreement to them by signing and dating this document and returning it to Maddy Scott at [maddy.scott@freeths.co.uk](mailto:maddy.scott@freeths.co.uk) and send the original by post to Freeths LLP (FAO: Maddy Scott) Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH.
5. If you do not agree to the Resolutions, you do not need to do anything.
6. Once you have agreed to the Resolutions, you may not revoke your agreement.