


Company number: 08391479

Bevan Brittan 
We certify this to be a true copy of the original
Signed Bevan Brittan LLP
Dated 18/12/2019

PRIVATE COMPANY LIMITED BY SHARES

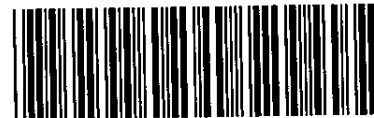
WRITTEN RESOLUTIONS

of

ENCORE PACKAGING SOLUTIONS LIMITED

Circulation date: 4 DECEMBER 2019

SATURDAY



A38 21/12/2019 #42
COMPANIES HOUSE

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions are passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

- 1 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into in connection with the banking and finance arrangements made between [REDACTED]
[REDACTED] be and are hereby approved and (notwithstanding any personal interest of any of the directors) the board of directors of the Company be and is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of those documents to which the Company is (or is to become) a party;
- 1.1 an amendment and restatement deed between the Lender and each member of the Group in respect of [REDACTED] pursuant to which the Lender will continue to make available to the GHL loan facilities in the maximum aggregate principal amount of £[REDACTED];
- 1.2 a composite guarantee to be executed by each member of the Group in favour of the Lender;
- 1.3 an intercreditor agreement to be executed by the Lender, [REDACTED]
[REDACTED] and each member of the Group;
- 1.4 a debenture to be executed by [REDACTED], the Company and the Buyer.
- 1.5 a guarantee to be executed by the Company in favour of [REDACTED] to cover the Company's Obligations to [REDACTED];
- 1.6 a debenture to be executed by [REDACTED] and the Company;
- 1.7 a variation letter to be executed by [REDACTED], the Buyer, Encore and the Company; and
- 1.8 a director's certificate addressed to the Lender to be executed by a director of the Company; and

The documents referred to in paragraphs 1.1 to 1.8 above each being referred to as a **Document** and together being referred to as the **Documents**.

- 2 **THAT:**

- 2.1 the Company entering into the Documents was most likely to promote the success of the Company for the benefit of its members as a whole; and
- 2.2 the Company entering into those of the Documents to which it is a party be and is hereby approved.

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

The undersigned, being members of the Company for the time being entitled to vote on the Resolution as at the Circulation Date, hereby irrevocably agree to the same:

Signed by **JOHN RUSSELL
CROISDALE**

Date

04/12/2019

Signed by **DAVID NORRIS
COOPER**

Date

04/12/2019

Signed by **MICHAEL JOHN
WILLIAMSON**

Date

04/12/2019

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to The Directors, Wessyngton House, Industrial Road, Washington, Tyne & Wear, NE37 2SA.

By Post: returning the signed copy by post to The Directors, Wessyngton House, Industrial Road, Washington, Tyne & Wear, NE37 2SA.

If you do not agree to the Resolutions, you do not need to do anything as you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Where, by the date being 28 days following the Circulation Date, insufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please indicate your agreement and notify us as soon as possible.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.