

Company No: 06006222

GENESYS MANUFACTURING LIMITED

**RESOLUTIONS IN WRITING
OF THE SHAREHOLDERS OF THE COMPANY**

Circulation Date : December 13, 2019

The undersigned, being all of the shareholders of Genesys Manufacturing Limited (the "**Company**") who, at the circulation date of these resolutions, would have been entitled to receive notice of, attend and vote at general meetings, hereby passes, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolution (the "**Resolution**"), as a special resolution, and said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

1. **THAT** the articles of association (**Articles**) of the Company be amended by inserting a new article 10 (and the existing Articles be renumbered and cross references amended accordingly):

10 REGISTRATION OF SHARES

10(1) For the purposes of this article 10:

Secured Party means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing.

Receiver means any administrative receiver, administrator, receiver or receiver and manager or similar entity appointed by a Secured Party.

10(2) Notwithstanding anything to the contrary contained in these articles, the directors of the Company will not refuse to register the transfer of any share in the Company and will not suspend any registration thereof, where that transfer is:

(a) to a Secured Party and/or a company or other entity to whom such shares are transferred at the direction of a Secured Party and/or a Receiver;

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(b) delivered to the Company for registration by a Secured Party in order to perfect or protect its security over the shares; or

(c) executed by a Secured Party or Receiver pursuant to the power of sale or otherwise under such security,

and, furthermore, notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company (or proposed transferor of those shares) and no Secured Party or Receiver shall be required to notify the Company or offer the shares which are or are to be the subject of any such transfer to the Members for the time being of the Company or any of them, and no such Member shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not.

10(3) Notwithstanding anything to the contrary contained in these articles, any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party.


[Signature on the next page]

AGREEMENT


Please read the notes attached to this document before signifying your agreement to the Resolution.

The undersigned, persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:


Signed: _____ Dated: December 13, 2019




Marc Blanchet, by power of attorney, for
and on behalf of Matt Armstrong




Marc Blanchet, by power of attorney, for and
on behalf of John Eckersley




Marc Blanchet, by power of attorney, for
and on behalf of David Golding



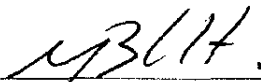
Marc Blanchet, by power of attorney, for and
on behalf of Joanne Darton



Marc Blanchet, by power of attorney, for
and on behalf of Genesys Membrane
Products S.L.



Marc Blanchet, by power of attorney, for and
on behalf of Stephen Paul Chesters



Marc Blanchet, for and on behalf of
Genesys Holdings Limited

NOTES

1. The members of the Company being entitled to vote on the Resolution on the circulation date should sign and date above to signify its agreement to the Resolution. Once the member's agreement has been signified, it may not be revoked.
2. The Resolution must be passed by the members of the Company before the end of the period of 28 days beginning with the circulation date; otherwise it will lapse and be of no effect.