

# **The Companies Act 2006**

## **Special Resolutions**

**of**

**National Pallet Recycling Solutions Ltd ("Company")**

**No: 12737067**

**Date 19 May 2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as special resolutions of the Company on 19 May 2021:

## **Special Resolutions**

### **1. Authority to Allot and Disapplication of Pre-emption Rights**

- (a) That the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £99 (comprising 5,720 A ordinary shares of £0.01, 1,680 B ordinary shares of £0.01 and 2,500 C ordinary shares of £0.01), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2021, save that the Company may, before such expiry, make an offer or agreement which may 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.
- (b) That the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006 (**Act**)) pursuant to the authority conferred by paragraph (a) of this Resolution, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £99 and shall, unless renewed, varied or revoked by the Company, expire on 31 December 2021, save that the Company may, before such expiry, make an offer or agreement which may require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

### **2. Adoption of new articles of association**

That the regulations in the form of the document circulated with this Resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.