

Company number: 00694799

WRITTEN RESOLUTION
of
SURTECO UK LIMITED (Company)

MONDAY



A07 *A8B7CYPT* 05/08/2019 #177
COMPANIES HOUSE

Circulation Date: 2019 22 07

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed by the sole member of the Company as a Special Resolution:

SPECIAL RESOLUTIONS

1. THAT the draft articles of association for the purposes of identification marked "A" and attached to 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 (hereinafter referred to as the "**2019 Articles**"). For the avoidance of doubt the 2019Articles incorporate the following new provision: "**Rules of Procedure**

1. *The members may from time to time make such rules or bye laws ('Rules of Procedure') as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and the Board members, to include but not limited to such Rules of Procedure relating to:*
 - (a) *the procedure at meeting of the Board and committees of the Board, in so far as such procedure is not regulated by the Articles;*
 - (b) *the procedure for communicating with the Members;*
 - (c) *the procedure that Board members and/or other managers individually and collectively must follow in terms of making decisions and subsequently ratifying decisions that affect the Company; and*
 - (d) *generally, all such matters as are commonly the subject matter of company rules.*
2. *The Company in general meetings and/or by written resolution shall have the power to alter, add or to repeal any Rules of Procedure and the Members shall adopt such means as they think sufficient to bring to the notice to the attention of the Board Members, provided that no Rule of Procedure shall be inconsistent with, or shall affect or repeal anything contained in the Articles, unless the provision in question contained in the Articles is formerly amended in accordance with the Articles".*

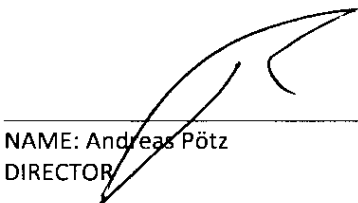
2. THAT, provided always that, the 2019 Articles are accepted, pursuant to the terms of Special Resolution 1 above, in substitution for, and to the exclusion of, the existing articles of association of the Company, then in that event, the draft Rules of Procedure for the purposes of identification marked "B" and attached to this Special Resolution 2 shall be adopted as the Rules of Procedure for the Company.

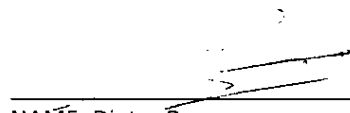
AGREEMENT

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

I, the undersigned, being the sole member of the Company who (at the date of this resolution) would be regarded for the purpose of Chapter 2 of Part 13 of the Companies Act 2006 as entitled to attend and vote at any general meeting of the Company, hereby agree, pursuant to Chapter 2 of Part 13 of the Companies Act 2006 that the above resolutions be passed as a Special Resolutions:

Signed by: SURTECO GmbH


NAME: Andreas Pötz
DIRECTOR


NAME: Dieter Baumanns
DIRECTOR

Date: 23 July 2019

NOTES

1. If you agree to the Special 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: Heasandford Industrial Estate, Widow Hill Road, Burnley, Lancashire, BB10 2TB

- **By Post:** returning the signed copy by post to: Heasandford Industrial Estate, Widow Hill Road, Burnley, Lancashire, BB10 2TB
 - If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.
 3. Where, by 28 days of the Circulation date insufficient agreement has been received for the Special Resolutions to be passed, they will lapse. If you agree to these Special Resolutions, please indicate your agreement and notify us as soon as possible.
 4. 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.

The Companies Acts 1948- 1967

MEMORANDUM and ARTICLES OF ASSOCIATION
OF

SURTECO UK LIMITED

(FORMERLY BAUSCHLINNEMANN UK LIMITED)

No. 694799

Incorporated 7th June 1961

Revised 23 July 2019

The Companies Act 1985
A Private Company limited by Shares

**ARTICLES OF
ASSOCIATION
OF
SURTECO UK LIMITED**

(As adopted by Special Resolution passed on the 10th April 1987, 20th December 1995, 1st July 2004 and 27th December 2012)

PRELIMINARY

1. The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (which table is hereinafter referred to as "Table A") shall except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles apply to and constitute the regulations of the Company.
2. Regulations 3, 24, 26, 41, 44, 46, 54, 73 to 75 inclusive, 80, 81 (e), 94, 95 and 97 of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act and accordingly any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company or allotment of or agreement to allot (whether for cash or otherwise) any such shares or debentures with a view to all or any of those shares or debentures being offered for sale to the public is prohibited.

SHARE CAPITAL

4. The share capital of the Company at the date of the adoption of these Articles is made up as follows:-
 - a) £107,142 GBP divided into 107,142 Deferred Shares of £1 each
 - b) \$10,714 USD divided into 107,142 Ordinary Shares of \$0.10 each
5. In accordance with Section 91(1) of the Act, Sections 89(1), 90(1) to 90(6) and 90(6) of the Act shall be excluded from applying to the Company.

PURCHASE OF OWN SHARES

6. Subject to the provisions of the Act the Company shall have power to issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof or to purchase its own shares (including any redeemable shares).
7. Subject to the provisions of the Act the Company shall have power to make a payment in respect of the redemption or purchase under Section 160 or (as the case may be) Section 162 of the Act of any of its own shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares in the Company.

LIEN

8. The lien conferred by Regulation 8 of Table A shall extend to every share in the Company, whether fully paid or not, and to all shares in the Company registered in the name of any person whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER

9. No transfer of any share in the Company shall be made or registered without the previous sanction of the Directors who may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share in the Company, whether or not it is a fully paid share.

NOTICE OF GENERAL MEETINGS

10. Notice of any general meeting of the Company need not be given to a Director of the Company who is not also a member of the Company.

PROCEEDINGS AT GENERAL MEETINGS

11. If a quorum is not present within half an hour from the time appointed for the general meeting, or if during a general meeting a quorum ceases to be present, the general meeting shall stand adjourned to the same day in the next week at the same time and place or at such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the general meeting, one person entitled to be counted in a quorum present at the general meeting shall be a quorum.

12. At any general meeting, a resolution put to the vote of the general meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by any member present in person or by proxy and entitled to vote at the general meeting.

VOTES OF MEMBERS

13. Subject to any rights or restrictions for the time being attached to any shares in the Company every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote on a show of hands and shall have one vote for every share in the Company of which he is the holder on a poll. Where a member is himself a proxy for another member or members, then in such case he shall on a show of hands have one vote for himself as a member and one vote for each member for whom he is a proxy.

APPOINTMENT OF DIRECTORS

14. (1) During such time as a member shall be the holder of more than fifty per cent in nominal value of the issued share capital for the time being of the Company carrying the right to attend and vote at general meetings of the Company that member shall be entitled to appoint from time to time any person or persons (including himself) as Directors and shall be entitled from time to time to remove any person or persons as Directors (howsoever appointed).
- (2) Every appointment or removal of a Director pursuant to paragraph (1) of this Article shall be effected by notice in writing signed by the appointor and deposited at the office.

ALTERNATE DIRECTORS

15. One person may act as an alternate Director to more than one Director and while he is so acting he shall be entitled to a separate vote on behalf of each Director he is representing.
16. In addition to Regulation 67 of Table A, an alternate Director shall cease to be an alternate Director on the happening of any event on which, if he were a Director, he would be liable to vacate his office under these Articles.

RETIREMENT OF DIRECTORS

17. A Director shall not retire by rotation and Regulations 67, 76, 77, 78, 79 and 84 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

18. In Regulation 90 of Table A the words "of filling vacancies or" shall be deleted.
19. Subject to the provisions of the Act and provided he has disclosed to the Directors the nature and extent of any material interest of his, a Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or a duty and he shall be counted in the quorum present at such meeting.

DESIGNATION OR TITLE INCLUDING THE WORD "DIRECTOR"

20. The Directors may from time to time appoint any person to an office or employment with the Company having a designation or title including the word "Director" or may from time to time attach to any existing office or employment with the Company such a designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Company (other than the office of Managing, Joint Managing, Deputy Managing or Assistant Managing Director) shall not imply that the holder thereof is or shall constitute the holder thereof as a Director of the Company nor shall such holder thereby be empowered in any respect to act as a Director of the Company or be deemed to be a Director for any of the purposes of these Articles or the Act.

RULES OF PROCEDURE

21. The members may from time to time make such rules or bye laws ('**Rules of Procedure**') as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and the Directors, to include but not limited to such Rules of Procedure relating to:
 - (a) the procedure at meeting of the Directors and committees of the directors, in so far as such procedure is not otherwise regulated by these articles;
 - (b) the procedure for communicating with the members;
 - (c) the procedure that directors and/or other managers individually and collectively must follow in terms of making decisions and subsequently ratifying decisions that affect the Company; and
 - (d) generally, all such matters as are commonly the subject matter of company rules.
 - (e) The Company in general meetings and/or by written resolution shall have the power to alter, add or to repeal any Rule(s) of Procedure and the members shall adopt such means as they think sufficient to bring to the notice to the attention of the board of

directors, provided that no Rule of Procedure shall be inconsistent with, or shall affect or repeal anything contained in these articles, unless the provision in question contained in these articles is formerly amended in accordance with these articles.

INDEMNITY

22. Subject to the provisions of and so far as may be permitted by the Act, every Director or other officer or Auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 118 of Table A shall be extended accordingly.