

The Companies Act 2006
Company limited by shares
Special resolutions

FRIDAY



A19 *A7ZCV5I1* #188
15/02/2019
COMPANIES HOUSE

of
THRIVE RENEWABLES (WERN DDU) LIMITED
(company number 4509338) (Company)

Under section 288 Companies Act 2006 on 13 February 2019, the following written resolutions were passed as special resolutions:

1. That the articles of association of the Company be amended by inserting:

(a) the words "Subject to Article 19," prior to the words "The Directors may" in Article 18;

(b) a new Article 19 as follows:

"19 Notwithstanding anything contained in these Articles, the Directors will register any transfer of shares and may not suspend registration of such shares where such transfer:

19.1 is to a bank, institution or any chargee to whom such shares have been charged by way of security, whether as agent for a group of banks, institutions or any chargee or otherwise, or to any nominee or any transferee of such a bank, institution or chargee exercising any rights assigned (in any manner) to it by such bank, institution or chargee (a **Secured Institution**); or

19.2 is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares; or

19.3 is executed by a Secured Institution pursuant to the power of sale or other such power under such security,

and a certificate by an officer of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.";

(c) the words "Subject to Article 5(iii)," prior to the words "The Company shall have", "The Company shall also have" and "The Directors may" in Article 5(i);

(d) a new Article 5(iii) as follows:

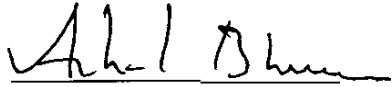
"5(iii) The provisions of Article 5(i) shall not apply in respect of shares which are charged by way of security to a Secured Institution (as defined in Article 19.1)"; and

(e) a new Article 15A as follows:

PROCEEDINGS OF DIRECTORS

"15A Directors and Directors' committee members can take part in meetings by conference telephone call or other means of telecommunication as long as everyone involved in the meeting can hear each other. Directors and Directors' committee members taking part in this way will be considered present at the meeting and will be entitled to vote and be counted in the quorum. The meeting will be recorded as taking place where the largest group of those taking part is gathered. If there is no such group, the meeting location will be recorded as the place where the chairman of the meeting is."

2. That the registered name of the Company be changed to "Equitix Wern Ddu Limited".



Director

Thrive Renewables (Wern Ddu) Limited