

Company number: 08425527

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WASTE TO ENERGY TECHNOLOGY LIMITED (Company)

THURSDAY



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11/02/2021

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COMPANIES HOUSE

Circulation Date: 4 February 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company (Directors) propose that the following resolution (Resolution) is passed as an ordinary resolution.

THAT, in accordance with article 14(3)(a) of the Company's articles of association (Articles), article 14(1) of the Articles be and is hereby disapplied so that any director may count as participating in the decision-making process for quorum and voting purposes notwithstanding that he or she may be concerned with an actual or proposed transaction or arrangement with the Company in which he or she is interested.

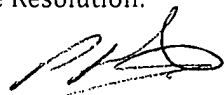
#### AGREEMENT

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

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

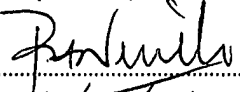
Signed by **Peter Hutchinson**

Date

  
.....  
4/2/21

Signed by **Paul Neville**

Date

  
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4/2/21

Signed by **Christopher Hutchinson**

Date

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Signed by **Jonathan Hutchinson**

Date

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Signed by **Daniel Hutchinson**

Date

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Signed by **Juliette Todd**

Date

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Company number: 08425527

**PRIVATE COMPANY LIMITED BY SHARES**

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Signed by **Paul Neville**

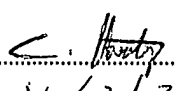
Date

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4/2/21 .....

Signed by **Jonathan Hutchinson**

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Signed by **Juliette Todd**

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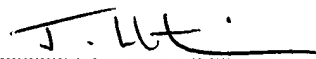
Signed by **Christopher Hutchinson**

Date

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Signed by **Jonathan Hutchinson**

Date

  
14/3/21

Signed by **Daniel Hutchinson**

Date

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Signed by **Juliette Todd**

Date

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**Company number: 08425527**

**PRIVATE COMPANY LIMITED BY SHARES**

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**WASTE TO ENERGY TECHNOLOGY LIMITED (Company)**

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Signed by **Juliette Todd**

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Signed by **Juliette Todd**

Date

*Juliette Todd*  
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4/2/21

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**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**WASTE TO ENERGY TECHNOLOGY LIMITED (Company)**

Circulation Date: 4 February 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company (Directors) propose that the following resolutions (Resolutions) are passed; in respect of resolution 1, as an ordinary resolution and in respect of resolutions 2, 3 and 4 as special resolutions.

**ORDINARY RESOLUTION**

**1. Authority to allot**

THAT, subject to the passing of resolutions 2, 3 and 4, in accordance with section 551 of the Companies Act 2006 (CA 2006), the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £200,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might 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.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTIONS**

**2. Reclassification of shares**

THAT, subject to the passing of resolutions 1, 3 and 4, each of the 200,000 class B Ordinary Shares of £1 each and each of the 100,000 Preference Shares of £1 each in issue be reclassified as follows:

Shareholder	B Ordinary Shares of £1 held	Preference Shares of £1 Held	Reclassify
			Ordinary Shares of £1
Peter Hutchinson	120,000	60,000	180,000
Christopher Hutchinson	20,000	10,000	30,000
Jonathan Hutchinson	20,000	10,000	30,000
Daniel Hutchinson	20,000	10,000	30,000

Juliette Todd	20,000	10,000	30,000
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### 3. Disapplication of pre-emption rights

THAT, subject to the passing of resolutions 1, 2 and 4, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £200,000; and
- (b) expire on the fifth anniversary of the Circulation Date (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might 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.

### 4. New Articles of Association

THAT, subject to the passing of resolutions 1, 2 and 3 the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

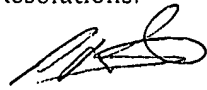
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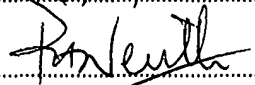
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Juliette Todd	20,000	10,000	30,000
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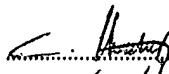
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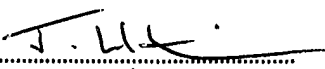
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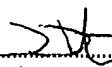
Signed by **Jonathan Hutchinson**

Date

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Signed by **Daniel Hutchinson**

Date

  
14/12/21  
.....

Signed by **Juliette Todd**

Date

Juliette Todd  
6/2/21

#### NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing this document where indicated above and returning the signed version either by hand or by post to the Company's registered office. You may not return the Resolutions to the Company by any other method.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 21 days of the Circulation Date, sufficient acceptance for the Resolutions to be passed has been received by the Company, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.

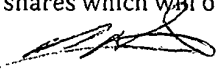
**WASTE TO ENERGY TECHNOLOGY LIMITED (Company)**  
**Company number: 08425527**

**Class Consent**  
**Holders of Preference Shares**

Pursuant to section 630 of the Companies Act 2006, we, being the holders of all the preference shares of £1.00 each in the capital of the Company hereby irrevocably consent to and sanction the passing of the resolutions numbered 1 to 4 (inclusive) set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the preference shares of £1.00 each as a class of shares which will or may be effected thereby.

Signed by **Peter Hutchinson**

Date

  
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4.12.21.....

Signed by **Christopher Hutchinson**

Date

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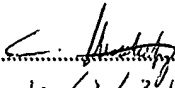
Signed by **Peter Hutchinson**

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Date

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Signed by **Daniel Hutchinson**

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Signed by **Juliette Todd**

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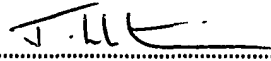
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**WASTE TO ENERGY TECHNOLOGY LIMITED (Company)**  
**Company number: 08425527**

**Class Consent**  
**Holders of B Ordinary Shares**

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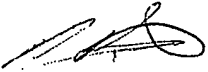
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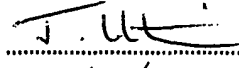
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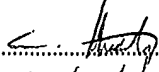
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Signed by **Daniel Hutchinson**

Date

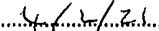
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Signed by **Juliette Todd**

Date

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