

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

THE MOVEMENT ESCO LIMITED

Company Number: 08533721

(the "Company")

10 March 2023 (the "Circulation Date")

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

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended by inserting new articles 26(5) – 26(7) as follows:

"26(5). Notwithstanding anything contained in these articles, where a transfer of shares in the company is or is proposed to be:

- a) executed by a secured party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;
- b) executed by a receiver or manager or similar officer appointed by or on behalf of any secured party under any relevant security interest; or
- c) made to any secured party pursuant to any relevant security interest,
each being a ("secured party transfer"),
- d) the directors (or director if there is only one) of the company may not decline to register (or suspend the registration of) such a secured party transfer;
- e) a holder of shares in the company shall not be required to comply with any provision of the articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the company before any such secured party transfer may take place;
- f) a holder of shares in the company shall not have any right under the articles or otherwise to require any shares that are the subject of any secured party transfer to be transferred to them;
- g) for the avoidance of doubt, articles 4 and 26(5) of the Model Articles shall not apply insofar as it would otherwise prevent or restrict any secured party transfer (or the recognition of any secured party transfer); and
- h) a certificate by any officer of a secured party that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts.

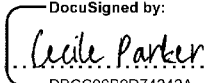
26(6). Notwithstanding anything contained in these articles, the company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a secured party and any lien conferred pursuant to these articles shall not apply in respect of any such share, dividend or moneys payable.

26(7). If there is any inconsistency between any provisions of articles 26(5) – 26(7) and any provision of any other article, the provisions of articles 26(5) – 26(7) shall apply.”

AGREEMENT

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

The undersigned, being entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to each of the Resolution.

Signed:  Dated: 10 March 2023
DocuSigned by: DBCC08B9D74242A...

for and on behalf of
Vital Community Energi Limited

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the 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:
 - (a) By Hand: delivering the signed copy addressed to the directors of the Company at the Company's registered office; or
 - (b) Post: returning the signed copy by post addressed to the directors of the Company at the Company's registered office.
 - (c) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to ellie.lloyd@squirepb.com. Please enter "Written resolutions dated " " in the e-mail subject box; or
 - (d) DocuSign: via the DocuSign link received (this is automatic following completion of the DocuSign signing process);
- 2 If you do not agree to all of 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, before the end of the period of 28 days beginning on the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 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.