
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WIRE REGENERATION LIMITED

(Registered in England and Wales – No. 08756575)

(Circulated on 23 MARCH 2023) ("Circulation Date")

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution be passed as a special resolution:

SPECIAL RESOLUTION

- 1** **THAT** the Company's Articles be amended by the insertion of new articles 55-57 as follows:

55. TRANSFERS

55.1 Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof where a transfer of shares in the Company is or is proposed to be:

*55.1.1 to a bank or other institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**"), or to any nominee of such Secured Institution pursuant to any such security, or to any purchaser of such shares following enforcement of such security;*

55.1.2 executed by a Secured Institution by way of the exercise of any power of sale or other enforcement power under any relevant security interest;

55.1.3 executed by a receiver or manager or similar officer appointed by or on behalf of any Secured institution under any relevant security interest; or

55.1.4 made to any Secured Institution pursuant to any relevant security interest,

each being a **"Secured Institution Transfer"**

and furthermore, notwithstanding anything to the contrary contained in these Articles:

55.1.5 no Secured Institution or its nominee;

55.1.6 no receiver or manager appointed by or on behalf of a Secured Institution or its nominee; and

55.1.7 no person to whom shares are transferred by a Security Institution or its nominee, manager or receiver,

shall be required as a condition of registration of any transfer of shares to be bound by the terms of any shareholder agreement.

55.2 For the avoidance of doubt, regulations 4 and 26(5) of the private company model articles shall not apply insofar as it would otherwise prevent or restrict any Secured Institution Transfer (or the recognition of any Secured Party Transfer).

55.3 If there is any inconsistency between any provision of this Article and any provision of any other article, the provision of this Article shall apply.

56 LIENS

56.1 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 Institution and any lien conferred pursuant to these Articles shall not apply in respect of any such share, dividend or moneys payable.

56.2 If there is any inconsistency between any provision of this Article and any provision of any other article, the provision of this Article shall apply.

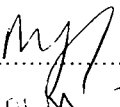
57 SHARE CERTIFICATES

57.1 Notwithstanding anything contained in these Articles, the directors of the Company shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions to which any of the shares in the Company are mortgaged or charged by way of security at that time.

57.2 *If there is any inconsistency between any provision of this Article and any provision of any other article, the provision of this Article shall apply.*

If you agree to the above resolution, please signify your agreement. You should read the notes at the end of this document before signifying your agreement to the above resolution.

We, the undersigned, being the members entitled to vote on the above resolution on the Circulation Date, **IRREVOCABLY AGREE** to the above resolution:

Signature: 
Name: MALCOLM JACKSON

Duly authorised for and on behalf of Lpp Wire Limited

Date: 23 MARCH 2023

Signature:
Name:

Duly authorised for and on behalf of Warrington Borough Council

Date:

57.2 If there is any inconsistency between any provision of this Article and any provision of any other article, the provision of this Article shall apply.

If you agree to the above resolution, please signify your agreement. You should read the notes at the end of this document before signifying your agreement to the above resolution.

We, the undersigned, being the members entitled to vote on the above resolution on the Circulation Date, IRREVOCABLY AGREE to the above resolution:

Signature:

Name:

Duly authorised for and on behalf of Lpp Wire Limited

Date:



Signature:

Name: Lynton Green

Duly authorised for and on behalf of Warrington Borough Council

Date:

Notes:

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the person specified below by using one of the following methods:

By hand: by delivering the signed copy to Amandip Dhillon at Mills & Reeve LLP, 78-84 Colmore Row, Birmingham, B3 2AB

By post: by returning the signed copy by post to Amandip Dhillon at Mills & Reeve LLP, 78-84 Colmore Row, Birmingham, B3 2AB

By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Amandip.Dhillon@mills-reeve.com Please enter "Wire Regeneration Limited – written resolution dated [insert circulation date]" in the subject box of the e-mail.

By electronic signature platform: by returning the signed copy via DocuSign in accordance with the signing instructions set out in the email generated by that platform.
- 2 If you do not agree to the resolution, you do not need to anything. You will not be deemed to agree if you fail to reply.
- 3 ONCE YOU HAVE INDICATED YOUR AGREEMENT TO THE RESOLUTION, YOU MAY NOT REVOKE YOUR AGREEMENT.
- 4 Unless sufficient agreement has been received for the resolution to pass by _____ 2023, they will lapse. If you agree to the resolution, please ensure that your agreement reaches the person specified in Note 1 above on or before _____ 2023.
- 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 Company's register of members.