

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

KILLAN SOLAR CIC
(the "Company")

FRIDAY



RC2 *R65BHADM* #58
28/04/2017
COMPANIES HOUSE

Circulation Date
16 March 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolution as a Special Resolution:

SPECIAL RESOLUTION

- 1 THAT, conditional upon the requisite consents of the CIC Regulator and the FCA, the Company:
- (a) shall re-register as a Community Benefit Society in accordance with the Co-operative and Community Benefit Societies Act 2014; and
 - (b) shall adopt the rules contained in the document attached (the "Rules") as the rules of the Company in substitution for and to the exclusion of the existing articles of association (such Rules containing a restriction on use of assets in accordance with the provisions of the Co-operative and Community Benefit Societies Act 2014).

Please read the Notes attached before signifying your agreement to the Written Resolution.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the sole eligible member of the Company who would have been entitled to vote on the resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the resolution, as a Special Resolution:


.....

Roy Church, as nominee for the
Y Felin Ddwr Trust¹

16.3.17
.....

Date of signature

¹ Note: upon conversion to a Community Benefit Society, the Company is required to have at least three members pursuant to section 2(2)(b)(i) of the Co-operative and Community Benefit Societies Act 2014. As such, by signing this special resolution, the sole shareholder also hereby waives any pre-emption rights that might otherwise apply and consents to the issuing of new shares in the company to two additional members, such additional members to be selected by the directors of the Company.

Notes

- 1** If you agree to the proposed Written Resolution please sign and date this document overleaf on the dotted line where indicated and return it to the Company by no later than 5pm the date 28 days after the Circulation Date stated overleaf by hand or by post to the Company's registered office.
- 2** If you do not agree to the Written Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3** The Written Resolution will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm the date 28 days after the Circulation Date stated. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolution is passed.
- 4** The Written Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- 5** You may not revoke your agreement to the Written Resolution once you have signed and returned this document to the Company.
- 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.