

Company Number: 10754591

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
PRO ENVIRONMENTAL LTD
(the “Company”)**

Circulated on 24 May 2023 (the “**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below be passed as a special resolution and resolution 2 below be passed as an ordinary resolution (the “**Resolutions**”):

SPECIAL RESOLUTION

1. **THAT** all rights of pre-emption whether in terms of the articles of association of the Company, the Companies Act 2006 or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolution 2 below.

ORDINARY RESOLUTION

2. **THAT** in accordance with section 551 of the Companies Act 2006 and article 22(1) of the articles of association of the Company, the directors of the Company be and are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,623,000 pursuant to the terms of a convertible loan instrument to be made by the Company on or around the date of this resolution; provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused.


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Director, for and behalf of **PRO ENVIRONMENTAL LTD**