

Filing print

Company No. 11634997

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PURE ELECTRIC LIMITED

(the "**Company**")

PASSED ON: 16th December
.....2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed by written resolution as a Special Resolution:

SPECIAL RESOLUTION

- 1 THAT the articles of association of the Company be altered by the insertion of the following wording at the end of article 16.1:

"Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a bank, other financial institution or other person to which such shares have been mortgaged or charged by way of security (each a "**Secured Party**"), or to any nominee of Secured Party and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such Secured Party; or
- (b) where such transfer is by or on behalf of a Secured Party or any nominee of a Secured Party in favour of any third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by or on behalf of the Secured Party that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact."

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by a horizontal line and a small flourish.

Director