#### COMPANY NUMBER 11796092

#### PRIVATE COMPANY LIMITED BY SHARES

#### WRITTEN RESOLUTION

of

# TRIGEN LIMITED (Company)

\*A9H6RHTT\*
A09 05/11/2020 #233
COMPANIES HOUSE

Date: 2 November

2020 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that resolutions 1 and 2 are passed as a special resolutions and resolution 3 is passed as an ordinary resolution (Resolutions).

#### SPECIAL RESOLUTIONS

# 1. Adoption of new articles of association of the Company

**THAT**, the draft articles of association attached hereto be adopted as the articles of the Company in substitution for, and the exclusion of, the existing articles of association.

### 2. Disapplication of pre-emption rights

THAT, subject to the passing of resolution 3 and in accordance with section 569 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the Act) as if section 561 of the CA 2006 did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where:

- a) this power is revoked;
- b) the Company ceases to be a private company limited by shares; or
- c) there is more than one class of shares in the Company.

### **ORDINARY RESOLUTION**

## 3. Authority to allot

THAT, in accordance with section 550 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for shares in the Company up to an aggregate nominal amount of £0.20 (comprising 2,000 B ordinary shares of £0.0001 each in the capital of the Company) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 November 2020, but the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

#### **AGREEMENT**

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

The undersigned, being the members entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed by Adrian Paul Ryan  Date	DocuSigned by:  DR7:31FF46F45490  2 November 2020
Signed by Anne Marie Ryan  Date	DocuSigned by:  12CEUCUTFAF24UE  2 November 2020
Signed by Marie Kenny	
Date	
Signed by Adrian Paul Ryan and Anne Marie Ryan on behalf of the Family Trust	DocuSigned by:  DB730 FF46E45490  Adrian Paul Ryan
	DocuSigned by:  12CEDC07FAF24DE  Anne Marie Ryan
Date	2 November 2020

## **AGREEMENT**

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

The undersigned, being the members entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed by Adrian Paul Ryan	
Date	
Signed by Anne Marie Ryan	
Date	
Signed by Marie Kenny	OocuSigned by:
	2 November 2020
Date	
Signed by Adrian Paul Ryan and Anne	
Marie Ryan on behalf of the Family Trust	Adrian Paul Ryan
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	Anne Marie Ryan
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Date	•••••••••••••••••••••••••••••••••••••••

#### **NOTES**

- 1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand delivery or by post to the Company's registered office.
- 2. If you do not agree to 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 by the end of 28 days beginning on the date of circulation of the Resolutions, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5. 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.