

Company Number: 12242451

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
BAWTRY CARBON (HOLDINGS) LIMITED
(the Company)

Circulation Date: 17 December 2020

We, being the members of the Company entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions of the Company (**Resolutions**) pursuant to chapter 2 of part 13 of the Companies Act 2006 (as amended) (the **CA 2006**) and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened.

ORDINARY RESOLUTIONS

1. **THAT** the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the CA 2006 to exercise all the powers of the Company to allot A ordinary shares of £0.01 each (having the rights and being subject to the restrictions applicable to such shares set out in the new articles of association of the Company being adopted at resolution 3 below) (**Allotment Rights**), but so that:
- (a) the maximum number of A ordinary shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £37.09
 - (b) this authority shall, unless renewed, varied or revoked by the Company, expire after a period of 5 years from the date of the passing of this resolution; and
 - (c) all unexercised authorities already vested in the directors as at the date of this resolution to allot shares or to grant Allotment Rights are revoked.

SPECIAL RESOLUTIONS

2. **THAT**, in accordance with section 570 of the CA 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £37.09; and
 - (b) expire five years from the date the Resolutions are passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot

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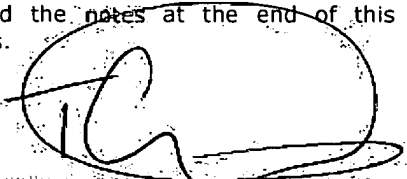
COMPANIES HOUSE

equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

3. **THAT** the draft regulations attached to these Resolutions be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

AGREEMENT

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



For and on behalf of Enact II LP acting by its manager
Endless LLP acting by Christopher Cormack, Attorney

17 December 2020

Date



For and on behalf of Enact II Co-Investment LP acting by
its manager Endless LLP acting by Christopher Cormack,
Attorney

17 December 2020

Date

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to the Company's registered office.

By Post: returning the signed copy 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 sufficient agreement has been received within 28 days of the circulation date referred to above for the Resolutions to pass, they 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.

6. The Resolutions must be delivered to Companies House within 15 days of being passed.