

**COMPANY NUMBER: 12562202**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**Written Resolution of**

**EEB55 LIMITED (the "Company")**

**CIRCULATED ON 17/11/2023**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolutions be passed as special resolution:

**SPECIAL RESOLUTIONS**

1. **THAT** the Articles of Association of the Company be and are hereby amended by the deletion of existing Article 17 and the insertion in their place of new Article 17, as follows:

***New Articles***

"(a) In this Article:

- (i) a **"Relevant Transfer"** means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power; and
- (ii) a **"Secured Party"** means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person.

- (b) The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt.
- (c) There is no requirement that any shares the subject of a Relevant Transfer should be offered to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise to require any such shares to be transferred to them.
- (d) The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of any Secured Party.
- (e) Notwithstanding anything contained in these articles, the Directors may not exercise its right of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Party.

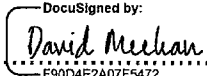
(f) If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies.”

2. **THAT** with effect from the passing of this resolution, the Articles of Association of the Company be altered by the insertion of the following new Article immediately after Article 23.3 (and the consequential re-numbering of each subsequent Articles):

“The lien set out in Article 23.1, shall not apply to shares held by a Secured Party (as defined in Article 17 above).”

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

I, the undersigned, was at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions.

Signed  .....  
David Meehan

Date 17/11/2023  
.....

Name of the Shareholder: **HOOK SOLAR LIMITED**

## **EXPLANATORY NOTES FOR SHAREHOLDERS**

- 1 If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree to the above resolution, you do not need to do anything.
- 3 Once you have signified your agreement to the resolution, you may not revoke your agreement.
- 4 Unless, by *the date at the end of the 28-day period beginning on the circulation date*, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date.
- 5 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e., members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.