

Company number NI608292

PRIVATE COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION
of
DECOM ENGINEERING LIMITED
(the "Company")



CIRCULATION DATE 7 September 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), we the members of the Company hereby pass the following resolutions as an ordinary resolution and special resolution respectively (the **Resolutions**).

ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorised to allot and issue up to 150 new A ordinary shares of £1.00 each (**A Ordinary Shares**) and 889 new B ordinary shares of £1.00 each (**B Ordinary Shares**) in the capital of the Company, including but not limited to 97 A Ordinary Shares to Sean Conway, 53 A Ordinary Shares to Nick McNally, 244 B Ordinary Shares to Cordovan Nominees One Limited, 121 B Ordinary Shares to Invest Northern Ireland, 121 B Ordinary Shares to KCP Nominees (Clarendon) Limited, 2 B Ordinary Shares to Clarendon Fund Managers Limited, 122 B Ordinary Shares to Hornbill Consulting Limited, 122 B Ordinary Shares to 42 KM Limited, 122 B Ordinary Shares to BRWE Limited and 25 B Ordinary shares to Aileen McKiernan in each case at such subscription prices as the Board shall in its absolute discretion determine.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of resolution 1 and in accordance with section 569 of the CA 2006, the Directors 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:
 - 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £1039; and
 - 2.2 expire on the 5th anniversary of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date).
3. **THAT** the articles of association in the form appended hereto be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

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

We the undersigned being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:


Signed



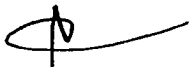
SEAN CONWAY

Dated

~~01/08/2021~~

07/09/2021 


Signed



NICK MCNALLY

Dated

~~21/08/2021~~

07/09/2021 

Signed

Dated

For and on behalf of CORDOVAN
NOMINEES ONE LTD

Signed

Dated

Authorised Signatory for INVEST
NORTHERN IRELAND

AGREEMENT

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

We the undersigned being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed

Dated

SEAN CONWAY

Signed

Dated

NICK MCNALLY


Signed

Dated

**For and on behalf of CORDOVAN
NOMINEES ONE LTD**

Signed

Dated

DocuSigned by:

730380C3C8104A7

07/09/2021

**Authorised Signatory for INVEST
NORTHERN IRELAND**

Signed

San Bailey

For and on behalf of HORNBILL
CONSULTING LIMITED

Dated

~~25/08/2021~~ 07/09/2021
JAL

Signed

Colette Birt

COLETTE BIRT

Dated

~~24/08/2021~~ 07/09/2021
JAL

Signed

Aileen M Kiernan

AILEEN MCKIERNAN

Dated

~~27/08/2021~~ 07/09/2021
JAL

Signed

Paula Donaghy

PAULA DONAGHY

Dated

~~27/08/2021~~ 07/09/2021
JAL

NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of 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 email: by emailing a signed copy to glenn.watterson@millsselig.com

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

Post: returning the signed copy by post to the Company's registered office.

Fax: faxing the signed copy to the Company marked "For the attention of the Directors.

If you do not agree to all of the resolutions, you do not need to do anything - you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by 28 days after the Circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document or sending an e-mail 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 or sending the e-mail (as the case may be). Please also include the name of the person on whose behalf you are signing where indicated in the signature box.
6. If you wish to signify your agreement by setting it out in the text of an e-mail, the e-mail should be signed off with your full name and, where relevant, indicate the name of the person on whose behalf you are signifying agreement.