

Company number NI608292

PRIVATE COMPANY LIMITED BY SHARES



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

FRIDAY



CIRCULATION DATE **29th November** 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), we the undersigned being the shareholders of the Company who at the date hereof are entitled to vote on the resolutions of the Company hereby pass resolutions 1 and 2 as ordinary resolutions and the resolutions 3 and 4 as special resolutions (together, the **Resolutions**):

ORDINARY RESOLUTIONS

1. **THAT** in accordance with section 551 of the CA 2006, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot and issue:
 - a. 236 new ordinary 'A' shares of £1.00 each in the capital of the Company to Nick McNally;
 - b. 1 'C' Ordinary Share of £1.00 in the capital of the Company (**C Ordinary Share**) to Cordovan Capital Partners II LP (**Cordovan Capital Partners**) such C Ordinary Share having the rights and obligations set out in the new articles of association to be adopted pursuant to special resolution 4 below;

in each case at such subscription prices as the Directors shall in their absolute discretion determine.

2. **THAT** the Directors be generally and unconditionally authorised to:
 - a. constitute a loan note instrument constituting up to £2,500,000 of 8% secured convertible loan notes (**Notes**);
 - b. to allot and issue all £2,500,000 of such Notes to Cordovan Capital Partners; and
 - c. on any conversion of such Notes, to allot and issue 4,487 fully paid up new C Ordinary Shares to the holders of such Notes.

SPECIAL RESOLUTIONS

3. **THAT**, subject to the passing of Ordinary Resolutions 1 and 2 and in accordance with section 569 of the CA 2006, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the CA 2006 to exercise

all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company in accordance with the authority conferred by Ordinary Resolutions 1 and 2 provided that this power:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £4,724; 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) save that the Company may, before such expiry, make an offer or agreement (including the entering into of the Instrument) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
4. **THAT** the regulations contained in the draft articles of association attached to these Resolutions be adopted as the 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.

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

29-11-2022

Signed

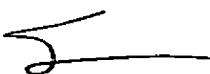


GREG CONWAY

Dated

29-11-2022

Signed



JAMES CONWAY

Dated

29-11-2022

Signed

CORDOVAN NOMINEES ONE LTD

Dated

AGREEMENT

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SEAN CONWAY

Signed

Dated

GREG CONWAY

Signed

Dated

JAMES CONWAY

Signed

Dated

Michael I...

29-11-2022

CORDOVAN NOMINEES ONE LTD

Signed

Dated

William McHugh

29-11-2022

INVEST NORTHERN IRELAND

Signed

Dated

KCP NOMINEES (CLARENDON) LIMITED

Signed

Dated

CLARENDON FUND MANAGERS LIMITED

Signed

Dated

HORNBILL CONSULTING LIMITED

Signed

Dated

42 KM LIMITED

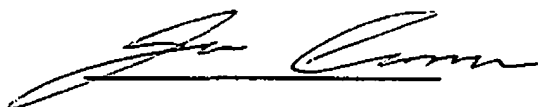
Signed

Dated

INVEST NORTHERN IRELAND

Signed

Dated



29-11-2022

KCP NOMINEES (CLARENDON) LIMITED

Signed

Dated



29-11-2022

CLARENDON FUND MANAGERS LIMITED

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INVEST NORTHERN IRELAND

Signed

Dated

KCP NOMINEES (CLARENDON) LIMITED

Signed

Dated

CLARENDON FUND MANAGERS LIMITED

Signed

Dated

Jan Bailey

HORNBILL CONSULTING LIMITED

29-11-2022

Signed

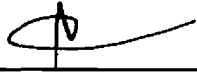
Dated

Keith M McDermott

42 KM LIMITED

29-11-2022

Signed



NICK MCNALLY

Dated

Signed

COLETTE BIRT

Dated

Signed

AILEEN MCKIERNAN

Dated

Signed

PAULA DONAGHY

Dated

Signed

BRWE LTD

Dated

Signed

Dated

NICK MCNALLY

Signed

Dated



COLETTE BIRT

29-11-2022 JFM
~~23/11/2022~~

Signed

Dated

AILEEN MCKIERNAN

Signed

Dated

PAULA DONAGHY

Signed

Dated



BRWE LTD

29-11-2022 JFM
~~20/11/22~~

Signed

Dated

NICK MCNALLY

Signed

Dated

COLETTE BIRT

Signed

Dated

Aileen McKiernan

29-11-2022 JFM
~~22 Nov 2022~~

AILEEN MCKIERNAN

Signed

Dated

PAULA DONAGHY

Signed

Dated

BRWE LTD

Signed

Dated

NICK MCNALLY

Signed

Dated

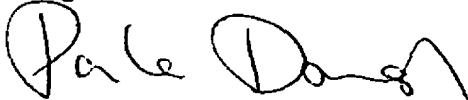
COLETTE BIRT

Signed

Dated

AILEEN MCKIERNAN

Signed



Dated

29-11-2022
~~29/11/22~~

PAULA DONAGHY

Signed

Dated

BRWE LTD

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.

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 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.