

Company Number: 04690117

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
OF
ECOGRA LIMITED
(the "Company")

THURSDAY



Passed on 14 December 2021

The following resolutions were duly passed as special resolutions on 14 December 2021 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company be amended by the insertion of the following article as article 41 of the articles of association:

"41 Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this article 41 (to the effect that any provision contained in this article 41 shall override any other provision of these Articles):

- (a) the directors of the Company shall not decline to register any transfer of shares, nor may they suspend registration of any transfer of shares, where such transfer:
 - (i) is to a bank, institution or other person which has been granted a security interest over or in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a **Secured Institution**) and a certificate by any such person or an employee of any such person that a security interest over or in respect of such shares was so granted and the transfer was so executed shall be conclusive evidence of such facts;
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall promptly register any such transfer of shares upon receipt;

- (b) the directors of the Company shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in 41(a)(i) above);*
- (c) any variation of this article 41 shall be deemed to be a variation of the rights of each class of share in the capital of the Company;*
- (d) any pre-emption rights contained in these Articles shall not apply in relation to any shares which are subject to a security interest in favour of a Secured Institution from time to time; and*
- (e) notwithstanding anything contained in these Articles, any present or future lien on any shares however arising (whether part or fully paid) which the Company may have shall not apply in respect of any shares that have been mortgaged, charged or otherwise secured in favour of a Secured Institution.*

The persons named below, being all the persons eligible to vote on the above resolutions on the circulation date, irrevocably agree to the Resolutions.

Signed

DocuSigned by:

.....7526EE1C3133468.....
Director