

Company No: 06661961

## Written Resolutions of the Directors of

### Kohler Uninterruptible Power (Holdings) Limited (the "Company")

We, being all of the directors of the Company entitled to attend and vote at a board meeting of the Company, resolve in accordance with the Company's Articles of Association (the "Articles") to the following resolutions in writing:

#### 1. Background

- 1.1 It is proposed that the directors approve the reduction of the Company's issued share capital.
- 1.2 Each director acknowledges that they understand their statutory duties as a director set out in Sections 171 to 177 Companies Act 2006 (the "Act") (inclusive) and that they must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to certain factors set out in Section 172 of the Act.

#### 2. Reduction of Capital

- 2.1 It is noted that the purpose of the Reduction of Capital (as defined below) is for the reorganisation of the Kohler Uninterruptible Powers sub-group which will allow the striking off the Company.
- 2.2 The Company proposes to reduce its capital (the "Reduction of Capital") by:
  - (a) cancelling 999 of the fully paid issued ordinary shares of £1 each;
  - (b) cancelling all of the Company's £16,500,000 capital contribution reserve; and
  - (c) cancelling all of the Company's £5,648,621.87 share premium.
- 2.3 It is noted that the amount by which the Company's capital is reduced will be credited to a reserve.
- 2.4 It is noted that the Company's Articles do not contain any restriction on the Company's ability to reduce its capital.
- 2.5 It is confirmed that if the Reduction of Capital is affected, at least one of the Company's remaining shareholders would hold shares other than redeemable shares.
- 2.6 It is noted that the Reduction of Capital is in accordance with the class rights of the shareholders and that no other consents are required.

### **3. Solvency Statement**

- 3.1 It is noted that each of the directors has been provided with and has considered copies of the following:
- (a) a solvency statement (the "**Solvency Statement**");
  - (b) a copy of the Company's last annual accounts for the year ended 31 December 2021; and
  - (c) a copy of the Company's management accounts to 31 October 2022.
- 3.2 It is noted that, to affect the Reduction of Capital, all the directors are required to make the Solvency Statement. It is noted that the directors will state that considering all of the Company's liabilities (including any contingent or prospective liabilities), each of them has formed the opinion:
- (a) as regards the Company's situation at the date of the Solvency Statement, that there is no ground on which the Company could then be found unable to pay (or otherwise discharge) its debts; and
  - (b) that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of the Solvency Statement.
- 3.3 It is noted that if the directors make the Solvency Statement without having reasonable grounds for the opinions expressed in it, and the Solvency Statement is filed with the Registrar of Companies, a criminal offence is committed by every director who is in default.
- 3.4 It is confirmed that the directors have carefully considered the terms of the Solvency Statement in light of the financial position of the Company and its ability to pay its debts as they fall due.
- 3.5 **It is resolved** that the proposed Reduction of Capital be, and it is approved, and that the Solvency Statement be, and it is approved.

### **4. Written Resolutions**

- 4.1 It is noted that it is necessary to obtain shareholder approval for the Reduction of Capital.
- 4.2 It is noted that each of the directors has been provided with and has considered a copy of the written resolutions (the "**Written Resolutions**") to be circulated to the sole shareholder of the Company. It is noted that, to be effective, the Written Resolutions must be passed within 15 days of the date of the Solvency Statement.
- 4.3 **It is resolved** that the Written Resolutions be approved and recommended to the sole shareholder. The secretary is instructed to circulate the Written Resolutions to the sole shareholder and before or at the same time to send it a copy of the Solvency Statement.

### **5. Statement of Compliance with the Act**

- 5.1 It is noted that Section 644 of the Act requires the Company to deliver to the Registrar of Companies a statement by the directors confirming that the Solvency Statement

was:

- (a) made not more than 15 days before the date on which the resolution was passed; and
- (b) provided to members of the Company in accordance with Section 642(2) of the Act,

(the "Compliance Statement").

5.2 It is noted that each of the directors has been provided with and has considered a copy of a draft Compliance Statement.

5.3 **It is resolved** that, subject to the Solvency Statement being provided to members of the Company in accordance with Section 642(2) of the Act, and to the Written Resolutions being passed within 15 days, the Compliance Statement be, and it is approved.

## 6. Filing

6.1 **It is resolved** that any director be and is instructed to make all necessary and appropriate entries in the books and registers of the Company and file the following documents with the Registrar of Companies within 15 days of the date of the Written Resolutions:

- (a) the Solvency Statement;
- (b) a copy of the Written Resolutions;
- (c) the Compliance Statement; and
- (d) Forms SH19, together with the appropriate fee.

6.2 It is noted that the Reduction would not be effective until the documents set out above were registered by the Registrar of Companies.

## 7. Counterparts

These resolutions may be signed in counterpart, and if so signed, shall take effect on the date of the last signed counterpart.



Thomas Gerard Adler

Date: 16/03/23



Natalie Maciolek

Date: 16/03/23