

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

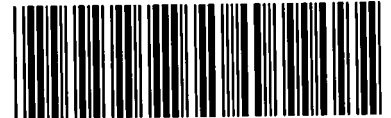
WRITTEN RESOLUTIONS

of

NEW EARTH SOLUTIONS (WEST) LIMITED
(the "Company")

Circulation Date
29th July 2022

WEDNESDAY



ABAM36XD

A12

17/08/2022

#275

COMPANIES HOUSE

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 (the "Act"), the following resolutions are proposed as special resolutions and an ordinary resolution of the Company (as indicated) ("**Written Resolutions**"):

SPECIAL RESOLUTION

1. **THAT**, the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company ("**New Articles**").

ORDINARY RESOLUTION

2. **THAT**, subject to and conditional upon the passing of the resolution numbered 1 above, the directors of the Company be and are hereby empowered for the purposes of section 551 of the Act to exercise all 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, provided that this authority and power shall be limited to the allotment of Redeemable A Ordinary shares or the grant of rights to subscribe for Redeemable A Ordinary shares in the capital of the Company up to an aggregate nominal amount of £1 and shall expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

SPECIAL RESOLUTION

3. **THAT**, subject to and conditional upon the passing of the resolution numbered 2 above, all rights of pre-emption whether in terms of the New Articles, the Act or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolution 2 above.

Please read the Notes overleaf before signifying your agreement to the Written Resolutions.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the eligible members of the Company who would have been entitled to vote on the Written Resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the Written Resolutions.



.....[SIGNATURE]

29th July 2022

Signed by Brian McCabe PRINT NAME]

Date of signature

for and on behalf of **DM TopCo Limited**

Notes

- 1 If you agree to the proposed Written Resolutions please sign and date this document overleaf on the dotted line where indicated and return it to the Company using one of the following methods, in each case by no later than 5pm on the date 28 days after the Circulation Date stated overleaf:
 - (a) by hand or by post to Richard Henry, at Ballymount Road Upper, Ballymount, Dublin, D24 E097 Ireland; or
 - (b) by electronic mail addressed to richard.henry@beauparc.ie
- 2 If you do not agree to the Written Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 The Written Resolutions will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolutions are passed.
- 4 The Written Resolutions are passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members. The required majority for an Ordinary Resolution is eligible members representing more than 50% of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the Written Resolutions once you have signed and returned this document to the Company.
- 6 If you are signing this document 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.