

# Celtic Renewables Limited (the “Company”)

Registered in Scotland No. SC394571

## Companies Acts

### Written Record of Members’ Written Resolutions

**Circulation Date: 13 February 2023**


On 14 February 2023, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the members of the above named Company entitled to attend and vote at a general meeting of the Company: -

#### ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £88.66 pursuant to convertible loan agreements between the Company and each of (1) Mark R Bamforth as the Trustee of the Thairm Bio Nominee Trust D; (2) The Trustees of the Macleod Family Trust; and (3) Donald Houston all dated on or about the Circulation Date above (the “**Convertible Loan Agreements**”), provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after the date hereof.

#### SPECIAL RESOLUTION

2. THAT all rights of pre-emption whether in terms of the articles of association of the Company, the Companies Act 2006 or otherwise be and are hereby dis-applied in respect of the allotment and issue of shares in the share capital of the Company pursuant to and in accordance with the Convertible Loan Agreements referred to in resolution (1) above.

 Mark Simmers

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AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
**CELTIC RENEWABLES LIMITED**

14 February 2023

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Dated