

Company Number: 03014601

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES

Written resolution of

NG SUBCO2 LIMITED (the **Company**)

CIRCULATED ON 18/02/2021 (Circulation Date)

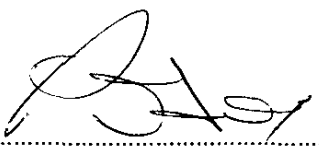
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**) the directors of the Company propose that the following resolutions be passed as special resolutions (**Resolution**).

**SPECIAL RESOLUTIONS**

1. **THAT**, upon the recommendation of the sole director, a dividend be approved and declared on the ordinary share of £1.00 in the capital share of the Company, of all the Company's assets and liabilities (other than its £1.00 share capital) as at 31 January 2021 (Dividend). A balance sheet for the Company as at 30 November 2020 is appended to these Resolutions.
2. **THAT**, upon the recommendation of the sole director, and subject to the passing of Resolution 1 above, the Dividend be distributed in specie to the shareholder of the Company as at the date of this Resolution by the transfer of the assets and liabilities comprised in the Dividend.

Please read the explanatory notes at the end of this document before signifying your agreement to the Resolutions.

I, the undersigned, was as at the Circulation Date entitled to vote on the Resolutions and irrevocably agree to the Resolutions.

Signed .....  .....

Date ..... 18/02/2021 .....

Paul O'Donnell for and on behalf of  
NG Topco Limited

**EXPLANATORY NOTES FOR SHAREHOLDERS**

1. If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods:
2. If you do not agree to the above Resolutions, you do not need to do anything
3. Once you have signed your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date that is 28 days from and beginning on the Circulation Date sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your signed agreement reaches us before or on this date.

WEDNESDAY



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24/02/2021

COMPANIES HOUSE

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