

Company Number: 05666106

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
BAWTRY CARBON INTERNATIONAL LIMITED

(the "**Company**")

Circulation Date: 25/5/2018 (the "**Circulation Date**")

FRIDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the resolution 1 is passed as an ordinary resolution and resolution 2 set out below is passed as a special resolution (the "**Resolutions**");

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT

THAT the directors are generally and unconditionally authorised, for the purpose of section 551 CA 2006 and generally, to exercise all and any powers of the Company to allot shares and to grant rights to subscribe for, or to convert security into, shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper, up to an aggregate nominal amount of £1000 and this authority shall:

- 1.1 expire (unless previously varied as to duration or renewed by ordinary resolution of the Company five years after the date on which this resolution is passed, except that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry (and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired); and
- 1.2 apply insofar as it has not expired or been waived or revoked by ordinary resolution of the Company and shall be in addition to all and any existing authorities to allot shares and to grant rights to subscribe for, or convert any security into, shares in the Company that have been granted by ordinary resolution of the Company under section 551 CA 2006, to the extent that they are unused.

SPECIAL RESOLUTION


2. PRE-EMPTION RIGHTS

- 2.1 **THAT**, subject to and conditional upon the passing of the resolution numbered 1 in this written resolution and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 1 as if section 561 of the Act did not apply to any such allotment provided that this authority and power 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.
- 2.2 **THAT**, subject to and conditional upon the passing of the resolution numbered 1 in this written resolution, all rights of pre-emption contained in the Company's articles of association or otherwise be and are hereby waived and that the directors be and are hereby authorised to allot the 1000 ordinary shares of £1.00 each to Coretex Trading Limited.

AGREEMENT

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

The undersigned, being each person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.



Dated: 25/5/2018

BAWTRY INVESTMENTS LTD

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by hand or by post to the Company at High Street, Austerfield, Doncaster DN10 6QT.
2. *If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.*
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless within 28 days of the Circulation Date, sufficient agreement has been received for the *Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.*
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.