

COMPANY NUMBER: 06397427

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

ESG INTERMEDIATE HOLDINGS LIMITED

Circulation date: 2 October 2020
passed on 2 October 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the following written resolutions were agreed to by the members of the Company.

ORDINARY RESOLUTIONS

1. That the execution, delivery and performance by the Company of the following documents (**Documents**) to which it is a party, and that the terms of the Documents and the transactions contemplated by them, are hereby approved:
 - 1.1 a composite guarantee and debenture to be entered into by, amongst others, the Company in favour of the Security Trustee; and
 - 1.2 any other documents that a director in his or her sole discretion decides are necessary or desirable to effect the contemplated transactions.
2. That the Company's entry into the Documents and the entering into, execution and delivery by the Company of the Documents and any ancillary or related documents and any other action to be taken or already taken by the Company or any director of the Company in connection therewith be hereby approved.
3. That the directors have authority to approve the terms of, and the transactions contemplated by, the Documents and any related document and/or any amendments.
4. That entry into by the Company of the proposed transactions substantially on the terms of the Documents will promote the success of the Company for the benefit of its members as a whole.

Signed:



ESG Holdings Limited

WEDNESDAY



A9FMXPLE
A03 14/10/2020 #11
COMPANIES HOUSE

NOTES

An ordinary resolution will be passed once members representing more than 50% of the total voting rights of eligible members signify their agreement to it.

The requisite percentage must be achieved within the period of 7 days beginning on the circulation date specified above.