

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
ESG INTERMEDIATE HOLDINGS LIMITED
(the Company)

Circulation date: 2 October 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we, the undersigned eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date, hereby pass the following resolution (**Resolution**) as a written resolution and agree that if duly passed, it shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION


1. THAT the regulation contained in the printed document attached to this proposed written resolution be and the same is hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT

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

The undersigned, each being a person entitled to vote on the above Resolution on the date on which these Resolution are circulated, hereby irrevocably agrees to the Resolution.

Signature of eligible members or persons signing on their behalf:


..... a director for and on
behalf of **ESG Holdings Limited**

Date: 2 October 2020



NOTES

1. A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it. The requisite majority must be achieved within the period of 28 days beginning on the circulation date specified above.
2. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods.
 - 2.1 by hand: delivering the signed copy to the Company's registered office; or
 - 2.2 by post: returning the signed copy by post to the Company's registered office.

If you do not agree to the Resolution, you do not need to do anything as you will not be deemed to agree if you fail to reply.
3. Your agreement is irrevocable which means that once you have indicated your agreement to the Resolution you may not change your mind.
4. Unless, within 28 days from the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this date.
5. 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.

ESG INTERMEDIATE HOLDINGS LIMITED

ESG INTERMEDIATE HOLDINGS LIMITED (COMPANY)

Date: 2 October 2020

Dear Member

The board of directors of the Company proposes the attached resolutions to be passed as written resolutions of the Company in accordance with the Companies Act 2006. We are sending this statement and the text of the proposed resolutions to you as an eligible member on the date of this statement which is the circulation date of the proposed resolution.

The proposed resolutions must be passed by 9 October 2020 (**Lapsing Date**) which is 7 days from the circulation date. If not passed by that Lapsing Date then this resolution will lapse.

If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated below and returning it to the Company by hand.

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.

Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

The next page sets out the text of the resolutions proposed by the Board as written resolutions of the Company.