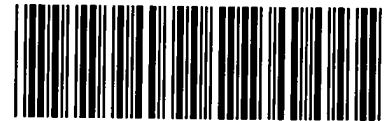


Company Number: 09278625

**Ordinary and Special Resolutions**  
**of**  
**Monnow Valley CHP plc (Company)**

THURSDAY



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23/12/2021

#110

COMPANIES HOUSE

**Passed on 9<sup>th</sup> November 2021**

At a general meeting of the Company duly convened and held electronically on 9<sup>th</sup> November 2021 at 2pm, the following resolution were duly passed as ordinary and special resolutions:

**Ordinary Resolutions**

**1 Sub-division of shares**

- 1.1 -THAT, in accordance with section 618 of the Companies Act 2006, the 25,000 Ordinary shares of £1 each in the issued share capital of the Company be sub-divided into 75,757,575 Ordinary shares of £0.00033 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing Ordinary shares of £1 each in the capital of the Company.

**2 Authority to allot**

- 2.1 THAT the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company (**Rights**) up to a maximum nominal amount of £425,450.00 (including the aggregate issued share capital of the Company). This authority shall expire on the date falling 5 years from the date of the passing of this resolution unless previously revoked, varied or renewed by the Company, save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuant of an offer or agreement to do so made by the Company before this authority expires.
- 2.2 This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

**Special Resolutions**

**3 Disapplication of pre-emption rights**

- 3.1 THAT, subject to the passing of resolution 2 above, in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 2 as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
- 3.1.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £425,450.00 (including the aggregate issued share capital of the Company);

- 3.1.2 expire on the date falling 5 years from the date of the passing of this resolution (unless revoked, varied or renewed by the Company prior to that date), save that the Company may, before such expiry, 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
- 3.1.3 this power replaces all subsisting powers previously given to the directors for the purposes of section 570 of the Companies Act 2006, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of equity securities already made, offered or agreed to be made under any such power.

**4 Adoption of new articles of association**

- 4.1 THAT the draft articles of association appended to these resolutions at Appendix 1 be and are adopted effect from 10<sup>th</sup> November 2021 as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Signed.....



**Chair of the meeting**