

Company Number: 09917688

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
-of-

THURSDAY



A12 *ABCL6F6Q* #189
15/09/2022
COMPANIES HOUSE

Cogeneration Solutions Limited (the "Company")

PASSED ON 30 August 2022

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the resolutions below were passed as special resolutions.

SPECIAL RESOLUTIONS

1 THAT the articles of association of the Company be amended as follows:

By the deletion of the existing articles 17 and 18 and replacing those articles with the following:

17. Drag-Along

*17.1 If one or more Members holding between them not less than 70% of the Ordinary Shares (in each case, the "**Vendors**") propose to sell the legal or beneficial interest in their entire holdings of Shares to any person or one or more such persons acting in concert on arm's length terms (the "**Offeror**"), then the Vendors shall have the right to require the holders of all other issued Shares in the Company (the "**Called Shareholders**") to sell and transfer their entire holdings of Shares to the Offeror (or as the Offeror shall direct) in accordance this Article 17 (the "**Drag Along Right**") at a price (the "**Drag Along Price**") to be determined on the basis set out in Article 16.4 and otherwise on the terms specified in Articles 17.2 to 17.8 (as if the Vendors' proposed sale was a Relevant Transaction).*

*17.2 The Drag Along Right shall be exercised by the Vendors serving written notice to that effect (a "**Drag Along Notice**") on the Called Shareholders at any time before the transfer of the Vendors' Shares to the Offeror.*

17.3A Drag Along Notice shall specify the identity of the Offeror, the Drag Along Price and that the Called Shareholders are, or will in accordance with this Article 17 be required to sell and transfer all their Shares to the Offeror on or about the date specified in the Drag Along Notice (which shall be not less than 7 days after the date of the Drag Along Notice or (if no such date is specified in the Drag Along Notice) on or about such date as the Vendors may subsequently specify by notice in writing to the Called Shareholders (which shall be not less than 7 days after the date of the Drag Along Notice).

17.4A Drag Along Notice once given shall be irrevocable but shall lapse (and the obligations thereunder shall lapse) in the event that for any reason the Vendors do not transfer their entire holdings of Shares to the Offeror or the Offeror's nominee not later than the date specified in the Drag Along Notice as the date for completion of the sale and purchase of Shares pursuant to exercise of the Drag Along Right.

17.5 Subject to Article 17.4, each of the Called Shareholders shall be bound to sell his entire holding of Shares and to transfer such Shares in accordance with the provisions of the Drag Along Notice.

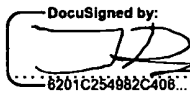
17.6 If any Called Shareholder fails to complete the sale of any of his Shares pursuant to the Drag Along Notice or otherwise fails to take any action required of him under the terms of the Drag Along Right, the Directors (or any of them) may authorise any person to undertake on his behalf any action required under the terms of the Drag Along Right. In particular (but without limitation) the Directors shall have the same rights as given to them under Article 12.13.

17.7 Upon any person (following the giving of a Drag Along Notice) becoming a Member pursuant to the exercise of a pre-existing option to subscribe for or otherwise acquire Shares in the Company (a "New Member"), a Drag Along Notice shall be deemed to have been given to the New Member forthwith on the same terms as the previous Drag Along Notice and the New Member shall thereupon be bound to sell and transfer all such Shares acquired by him to the Offeror or as the Offeror may direct and the provisions of this Article shall apply mutatis mutandis to the New Member save that completion of the sale of such Shares shall take place forthwith upon the Drag Along Notice being deemed to have been given to the New Member. The provisions of this Article 17.7 shall apply mutatis mutandis to any then existing Member who acquires additional Shares, pursuant to the exercise of a pre-existing option to subscribe for or otherwise acquire Shares, following the giving of a Drag Along Notice.

17.8 If the Vendors exercise the Drag Along Right, it shall not be necessary for them first to have given Transfer Notices pursuant to Article 12 nor to have complied with the provisions of Article 16.

18. Change of Control

18.1 No longer in use.

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Director