

Company number NI626027

ORDINARY AND SPECIAL RESOLUTIONS

OF

ADVANCED ENERGY MANAGEMENT UK LIMITED (Company)

Passed on *19 February* 2024

The following resolutions were duly passed as an ordinary and special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

1. Ordinary resolution

AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £1000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2028 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors 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.

2. Special Resolutions

RECLASSIFICATION OF SHARE CAPITAL

THAT pursuant to s636 of the Companies Act 2006 (**CA 2006**) the Company be and is hereby authorised to reclassify the 20 ordinary shares of £1.00 in the capital of the Company as "A Ordinary Shares".


ADOPTION OF NEW ARTICLES

THAT the Articles of Association set out in the document attached to this resolution and signed the purpose of identification by the Chairperson of the board meeting be, and hereby are, approved and adopted as the Company's Articles of Association in substitution for, and to the exclusion of, all existing Articles of Association of the Company.

DISSAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- be limited to the allotment of equity securities up to an aggregate nominal amount of £1000.00; and
- expire on 31 December 2028 (unless renewed, varied or revoked by the Company prior to or on 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.

Signed 

John Johnston, Director