

Company number: NI648502

MONDAY



JNI 23/01/2023 #58  
COMPANIES HOUSE

THE COMPANIES ACTS 1985-2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION OF

ENISCA SITE SERVICES LIMITED (the Company)

20 December 2022 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution.

SPECIAL RESOLUTION

1. THAT the constitution of the Company be amended by the insertion of the following new Article 62 immediately after Article 61.4:

"62 SECURED CREDITOR PROTECTIONS

62.1 Notwithstanding anything contained in these articles (1) the directors shall not decline to register any transfer of shares, (2) no holder of shares in the Company will be required to comply with any provision of these articles which restricts the transfer of shares or which requires any shares to be first offered to all or any current shareholders of the Company before any transfer may take place and (3) no holder of shares in the Company will have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise where such transfer is:

- (A) to a company which has made a loan to the Company or to a subsidiary of the Company (a "Secured Creditor") where a security interest has been or is purported to be granted over those shares (each a "Security") that benefits the Secured Creditor pursuant to powers granted to it under any Security;
- (B) delivered to the Company for registration in order to perfect or protect any Security of a Secured Creditor; and
- (C) executed by a Secured Creditor pursuant to a power of sale or other such power under any Security.

62.2 Notwithstanding anything contained in these articles the directors shall not suspend registration of any shares where such shares are subject to the Security of a Secured Creditor.

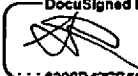
62.3 No resolution shall be proposed or passed the effect of which would be to delete or amend this article without the consent of such Secured Creditor."

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the special resolution set out above.

	FOR	AGAINST
RESOLUTION 1	X	

The undersigned, each a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the special resolution set out above:

**SIGNED BY:**  .....  
6299D42CFACD4DA.....

**DATE:** 20 December 2022

**NAME:** Sean Wyndham-Quin .....

For and on behalf of **ENISCA GROUP LIMITED**

## NOTES

6 If you wish to vote in favour of the resolution, please put an 'X' in the 'For' box below the resolution. If you wish to vote against the resolution, please put an 'X' in the 'Against' box below the resolution or leave both boxes blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- by hand: delivering the signed copy to Walker Morris LLP, 33 Wellington Street, Leeds, LS1 4DL;
- by post: returning the signed copy to Walker Morris LLP, 33 Wellington Street, Leeds, LS1 4DL;
- by fax: faxing the signed copy to 0113 245 9412; or
- by email: by attaching a scanned copy of the signed document to an email and sending it to [laura.lister@walkermorris.co.uk](mailto:laura.lister@walkermorris.co.uk).

If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

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

8 The resolutions above are ordinary resolutions. This means that it will be passed if the Company receives before within 28 days of the Circulation Date (the **Lapse Date**) signified agreement from a simple majority of the members of the Company. Where, by the Lapse Date, insufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us by 5 pm on the Lapse Date.

9 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

10 If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.