

**Company number: 15327091**

**WRITTEN BOARD RESOLUTIONS**

**OF THE DIRECTORS**

**OF**

**BETTER EARTH LIMITED**

(the "**Company**")

**WRITTEN RESOLUTIONS** of the directors of the Company (the "**Directors**") in accordance with article 8 of the Model Articles as incorporated into the articles of association of the Company (the "**Articles**") ("**Written Board Resolutions**")

**1. BACKGROUND AND PURPOSE OF THESE WRITTEN BOARD RESOLUTIONS**

1.1 For the purposes of sections 177 to 185 of the Companies Act 2006 (the "**Act**") and the Articles, each Director note their interests:

- (a) in the case of Amir Adnani, as an officer and member of Emissions Reduction Corp, an existing shareholder;
- (b) in the case of Janaki Prosdocimi, as an existing shareholder;
- (c) in the case of Alexander Johnson, as an existing shareholder and the Transferor in respect of the Share Transfers,

(as each such term is defined below). It was noted that such interests cannot reasonably be regarded as giving rise to a conflict of interest in relation to the matters set out below and therefore the directors are entitled to vote in relation to the matters contemplated below under article 14(3)(b) of the Articles.

1.2 The Directors note that, among their other duties, they are required by the Act to act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard, amongst other things, to the matters listed in section 172(1) of the Act.

1.3 It is noted that Alexander Johnson (the "**Transferor**") became a shareholder of the Company pursuant to a subscription agreement entered into between the Company, the Managers and the Subscribers (as each such term is defined therein) on 9 May 2024 (the "**SA**"). It is noted further that pursuant to clause 10.1 of the SA, the Transferor is permitted to transfer up to an aggregate of 200,000 ordinary shares of £0.01 each in the capital of the Company (the "**Ordinary Shares**") held by him to certain named persons (the "**Transfer Shares**").

1.4 Pursuant to clause 10.1 of the SA, it is now proposed that the Transferor transfer 50,000 Ordinary Shares to each of:

- (a) Catherine Rostron ("**CR**") of 100 Royalty Lane, Preston, United Kingdom, PR4 4JE;
- (b) Ann Sindall ("**AS**") of 30 Lynbridge Gardens, Palmers Green, London, United Kingdom, N13 5BH;
- (c) Michelle Williams-Walker ("**MWW**") of 27 Panbro House, Gilbert Close, London, United Kingdom, SE18 4PS; and

- (d) Hyannis Strategy Ltd (“**HSL**”), a company wholly owned by Ross Kempself which is incorporated and registered in England and Wales and whose registered office is at Elm Point, East End Way, Pinner, Middx, United Kingdom, HA5 3BS,

(together, the “**Share Transfers**”).

- 1.5 It is noted that the Share Transfers to each of CR, AS, MWW and HSL (the “**Transferees**”) will be effected pursuant to stock transfer forms which are to be executed by the Transferor on or around the date of the Written Board Resolutions (the “**Stock Transfer Forms**”). It is noted further that the consideration payable in respect of each Share Transfer is nil and that there was no requirement to pay stamp duty or have each Stock Transfer Form stamped.
- 1.6 It is noted that, pursuant to clause 10.3 of the SA, each Transferee is required sign a deed of adherence on or around the date of the Written Board Resolutions whereby they will each agree to be bound by the SA (the “**Deeds of Adherence**”). It is noted further that, in connection with the Share Transfers, the Company will also require the share certificate held by the Transferor in respect of the Transfer Shares (the “**Transfer Certificate**”).
- 1.7 It is noted that the Company previously circulated the resolutions appended hereto in connection with an initial funding round (the “**Initial Funding Resolutions**”). It is also noted that Alexander Johnson was appointed as a director of the Company as of 1 May 2024 (the “**Director Appointment**”). It is now proposed that the Company approve and ratify the Initial Funding Resolutions and the Director Appointment.
- 1.8 The Directors are therefore required to consider and, if thought appropriate, approve and ratify (where applicable) the Share Transfers, the Initial Funding Resolutions, the Director Appointment and all documentation and ancillary matters relating thereto.

## **2. DOCUMENTS PRODUCED**

- 2.1 The latest drafts of the following documents are being circulated with these Written Board Resolutions:

- (a) the Stock Transfer Forms; and
- (b) the Deeds of Adherence,

(the “**Documents**”).

## **3. RESOLUTIONS**

- 3.1 Having reviewed and carefully considered the Share Transfers and the Documents, **IT IS RESOLVED** that:

- (a) subject to (i) the execution and delivery of the Stock Transfer Forms, (ii) the execution and delivery of the Deeds of Adherence, and (iii) the delivery of the Transfer Certificate:

- (i) the Share Transfers;
- (ii) the issuance of new share certificates to each Transferee in respect of its proportion of the Transfer Shares;
- (iii) the cancellation of the Transfer Certificate and the issuance of a new share certificate to the Transferor in respect of the balance of the shares held by him,

be and hereby is approved;

- (b) the Documents (where applicable) be and are hereby approved (subject to any amendments authorised by paragraph 4.2 below);
- (c) all of the matters contemplated and approved pursuant to the Initial Funding Resolutions be approved and ratified;
- (d) the Director Appointment be approved and ratified; and
- (e) such other matters as the Directors may from time to time determine in their absolute discretion to be necessary or desirable for the purpose of the Share Transfers be and are hereby approved.

#### **4. AUTHORISATION OF SIGNATORIES**

**IT IS RESOLVED** that:

##### **4.1 Agreement**

The Documents, where applicable be executed by the Company acting by any one or more directors of the Company (each, an “**Authorised Signatory**”) and that such Authorised Signatories be and are hereby authorised to execute and deliver the Documents whether as a deed or under seal or under hand.

##### **4.2 Amendments**

The Documents, where applicable, be executed in the form of the drafts of them circulated alongside these Written Board Written Resolutions or with such amendments as any Authorised Signatory may in his absolute discretion approve, such approval to be conclusively evidenced by such signatory’s signing of such document.

##### **4.3 Related Documentation**

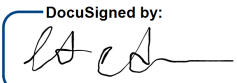
Any one or more of the Authorised Signatories from time to time be and is/are authorised on behalf of the Company to negotiate, agree, complete, sign, affix the common seal to and/or deliver any notice, communication, certificate, agreement, deed or other document which any such person may approve as being necessary or desirable under or in connection with the Share Transfers and any of the Documents (such approval to be conclusively evidenced by any such person’s signing of the same).

##### **4.4 Related Action**

Any one or more of the directors or the Authorised Signatories from time to time be and are authorised on behalf of the Company to take such action in connection with any Document or in relation to the Share Transfers (such approval to be conclusively evidenced by any such person’s signing of the same) as any such person may approve as being necessary or desirable in connection with the exercise, performance and/or observance of the Company’s rights and obligations in connection with the Share Transfers, such approval to be conclusively evidenced by the taking by any such person of such action.

#### **5. FILINGS AND COMPANY BOOKS**

- 5.1 IT IS RESOLVED** that, subject to the Share Transfers as noted above, the Company’s statutory books will be updated where necessary to reflect the business of these resolutions.

DocuSigned by:  
  
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**Seyed Amir Adnani**, Director

DocuSigned by:  
  
F5254B1DA82E445.....  
**Janaki Sophia Prosdocimi**, Director

DocuSigned by:  
  
AAGAA62EE8724A1.....  
**Alexander Boris De Pfeffel Johnson**, Director

Dated: \_\_\_\_\_ 28 May 2024

**APPENDIX**  
**INITIAL FUNDING RESOLUTIONS**