

SHAREHOLDERS' WRITTEN RESOLUTION

Company No. 00151665

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

Infinis (Re-Gen) Limited (the "Company")



IT IS NOTED that terms defined in the Master Definitions Agreement (as defined below) shall, unless otherwise defined herein, have the same meaning where used in these resolutions.

Infinis Limited, being the sole member of the Company who at the circulation date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Company's articles of association, to pass the following written resolutions which have been proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the Company enters into:
 - (a) an IBFA Amendment Agreement amending and restating the Existing Facilities Agreement in the form as set out in schedule 3 (*Restated Agreement*) to the IBFA Amendment Agreement, to be entered into between, amongst others, Infinis Energy Management Limited as company, the Company as obligor, the Initial Bank Facilities Arrangers, the Effective Date Initial Bank Facilities Lenders, the Original Initial Bank Facilities Agent and the Security Agent;
 - (b) an Initial Institutional Facility Agreement to be entered into between, amongst others, Infinis Energy Management Limited as company, the Company as original guarantor, the Initial Institutional Facility Arranger, the Original Initial Institutional Facility Lender, the Original Initial Institutional Facility Agent and the Security Agent;
 - (c) a Common Terms Agreement to be entered into between, amongst others, Infinis Energy Management Limited as company, the Company as original obligor, the other Original Obligors, the Initial Bank Facilities Arrangers, the Effective Date Initial Bank Facilities Lenders, the Original Initial Bank Facilities Agent, the Initial Institutional Facility Arranger, the Original Initial

Institutional Facility Lender, the Original Initial Institutional Facility Agent, the Initial Hedge Counterparties and the Security Agent;

- (d) a master definitions agreement to be entered into between, amongst others, Infinis Energy Management Limited as company, the Company as original obligor, the other Original Obligors, the Initial Bank Facilities Arrangers, the Effective Date Initial Bank Facilities Lenders, the Original Initial Bank Facilities Agent, the Initial Institutional Facility Arranger, the Original Initial Institutional Facility Lender, the Original Initial Institutional Facility Agent and the Security Agent (the "**Master Definitions Agreement**");
- (e) a STID Amendment Agreement amending and restating the intercreditor agreement dated 9 August 2018 (the "**Intercreditor Agreement**") in the form set out in schedule 4 (*Restated Agreement*) to the STID Amendment Agreement, to be entered into between, amongst others, Infinis Energy Management Limited as company, the Company as effective date guarantor, the other Effective Date Guarantors, the Initial Bank Facilities Arrangers, the Original Bank Facilities Agent, the Effective Date Initial Bank Facilities Lenders, the Initial Institutional Facility Arranger, the Original Initial Institutional Facility Lender, the Original Initial Institutional Facility Agent, the Initial Hedge Counterparties and the Security Agent (the "**STID Amendment Agreement**");
- (f) a Conditions Precedent Agreement to be entered into between, amongst others, Infinis Energy Management Limited as company, the Company as original obligor, the other Original Obligors, the Initial Bank Facilities Arrangers, the Effective Date Initial Bank Facilities Lenders, the Original Initial Bank Facilities Agent, the Initial Institutional Facility Arranger, the Original Initial Institutional Facility Lender, the Original Initial Institutional Facility Agent, the Effective Date Hedge Counterparties, the Exiting Hedge Counterparties and the Security Agent;
- (g) an amendment and restatement agreement to be entered into between, amongst others, the Company and the Security Agent in respect of the multi-obligor debenture dated 14 August 2018 (the "**Security Amendment and Restatement Agreement**");
- (h) a supplemental security agreement to be entered between, amongst others, the Company and the Security Agent in respect of the multi-obligor debenture dated 14 August 2018 as amended and restated pursuant to the Security Amendment and Restatement Agreement (the "**Supplemental Security Agreement**");
- (i) a certificate under hand by a director of the Company certifying certain information about the Company; and
- (j) any other notice, documents of title, Finance Document or ancillary letter or document in connection with the Transaction to which it is proposed the Company enter as a party,

the documents at paragraphs (a) to (j) above together, the "**Documents**".

2. That the terms of, and the transactions contemplated by, the Documents and any related documents be approved with any amendments as any authorised signatory of the Company may in his or their sole discretion approve.
3. **THAT** the directors of the Company (the "**Directors**") have authority to approve the terms of, and the transactions contemplated by, the Documents and any other document as they may consider necessary in connection with the Finance Documents, with such amendments as any authorised signatory of the Company may in his or their sole discretion approve.
4. **THAT** the entry into the Documents by the Company and the giving of the guarantee and security by the Company pursuant to the Documents is in the best interest of the Company's business and the entry by the Company into the proposed transactions substantially on the terms set out in the Documents (as negotiated and approved by the Directors) is to the commercial benefit and advantage of the Company.

AGREEMENT

The undersigned, a person entitled to vote on the resolutions as of the circulation date, hereby irrevocably agrees to the resolutions.

Signed

Date: 20 January 2021

Name: [REDACTED]

Position: Director

For and on behalf of **INFINIS LIMITED**

NOTES:

1. The circulation date of these resolutions is 20 January 2021. These resolutions have been sent to Infinis Limited, being the sole eligible member who is entitled to vote on the resolutions on this date. Only the sole eligible member (or persons duly authorised on their behalf) should sign these resolutions.
2. The sole eligible member can signify his or its agreement to the resolutions by signing the resolutions and delivering a copy of the signed resolutions to the directors of the Company by hand.
3. These resolutions must be passed by 17 February 2021. If these resolutions are not passed by such date they will lapse. The agreement of a member to this/these resolutions is ineffective if signified after this date.