

Company number: 02058784

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CUMMINS POWER GENERATION (UK) LIMITED (the "Company")

We, the undersigned, being the members of the Company who, at the date of the passing of this resolution, represent not less than 75% of the total voting rights of eligible members (as defined in section 289 of the Companies Act 2006), agree that the resolution below be, and is hereby passed as, a special resolution (the "**Resolution**");

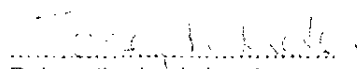
SPECIAL RESOLUTION

THAT

- 1 the situations in which any of Joseph Rigler, Antonio Leitao, Edward Smith and Alouis Ngoshi (each a "**Director**") has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, which are described in the schedule to this resolution, are authorised and approved, notwithstanding that any such situation may infringe or breach the Director's duty under section 175 of the Companies Act 2006 to avoid such situations and for the avoidance of doubt, the Director is authorised to be, and remain as, a director, shareholder or employee of any company referred to in the schedule and any existing breaches of duty arising from the situations described in the schedule are hereby ratified and approved.

Dated: 13 December 2019

.....  
Duly authorised signatory  
for and on behalf of  
**Cummins Power Generation Inc**

  
Duly authorised signatory  
for and on behalf of  
**Cummins UK Holdings Ltd**

SATURDAY



A05      04/01/2020      #235  
COMPANIES HOUSE

Company number: 02058784

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of

**CUMMINS POWER GENERATION (UK) LIMITED (the "Company")**

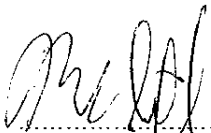
We, the undersigned, being the members of the Company who, at the date of the passing of this resolution, represent not less than 75% of the total voting rights of eligible members (as defined in section 289 of the Companies Act 2006), agree that the resolution below be, and is hereby passed as, a special resolution (the "**Resolution**"):

**SPECIAL RESOLUTION**

**THAT**

- 1 the situations in which any of Joseph Rigler, Antonio Leitao, Edward Smith and Alouis Ngoshi (each a "**Director**") has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, which are described in the schedule to this resolution, are authorised and approved, notwithstanding that any such situation may infringe or breach the Director's duty under section 175 of the Companies Act 2006 to avoid such situations and for the avoidance of doubt, the Director is authorised to be, and remain as, a director, shareholder or employee of any company referred to in the schedule and any existing breaches of duty arising from the situations described in the schedule are hereby ratified and approved.

Dated: 13 December 2019



Duly authorised signatory  
for and on behalf of  
**Cummins Power Generation Inc**

.....  
Duly authorised signatory  
for and on behalf of  
**Cummins UK Holdings Ltd**

**Schedule**

- 1      Becoming, holding, or being in, the position of shareholder or employee of the Company.
- 2      Becoming, holding, or being in, the position of director, shareholder or employee of any company which is from time to time:
  - (a)      the Company's subsidiary company; or
  - (b)      the Company's holding company; or
  - (c)      any subsidiary of the Company's holding company;

and for the purposes of this paragraph **subsidiary** and **holding company** have the meanings ascribed to them respectively by section 1159 Companies Act 2006.

**NOTES:**

1. If you agree to the above resolutions please indicate your agreement by signing and dating this document where indicated and returning it to the Company within 28 days of the circulation date using one of the following methods:

- a) delivering it by hand to Lauren Grieve;
- b) sending it by post to Lauren Grieve at Two Snowhill, Birmingham B4 6WR; or
- c) emailing a scanned copy to [lauren.grieve@gowlingwlg.com](mailto:lauren.grieve@gowlingwlg.com).

If the Company has not received sufficient agreement by that date the resolutions will lapse.

2. Once you have indicated your agreement to the resolutions you may not revoke that agreement.