

Company number: 02058784

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

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

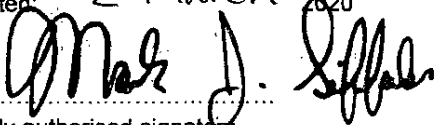
We, the undersigned, being the members of the Company who, at the date of the passing of this resolution, represent not less than 75% of the total voting rights of eligible members (as defined in section 289 of the Companies Act 2006), agree that the resolutions below be, and are hereby passed as, special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

**SPECIAL RESOLUTIONS**

**THAT**

- 1 in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the provisions of section 550 Companies Act 2006 shall apply to the Company; and
- 2 the situations in which Alison Jane Snell 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 her 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: 2 March 2020



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

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

TUESDAY



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A03

10/03/2020

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COMPANIES HOUSE

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Dated: 2 March 2020

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

Joseph Butler  
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 by 2020 using one of the following methods:

- a) delivering it by hand to Elaine Pitt;
- b) sending it by post to Elaine Pitt at 3rd Floor, 10 Eastbourne Terrace, Paddington, London, England, W2 6LG; or
- c) emailing a scanned copy to Elaine.Pitt@cummins.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.