

TOTAL GAS & POWER LIMITED

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

**to which Chapter 3 of Part 3
of the Companies Act 2006 applies**

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as ordinary resolutions and special resolutions on 18 December 2020.

1. ***Special resolution***

THAT the articles of association in the form attached to these Resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company (the "**New Articles**").

2. ***Ordinary resolution***

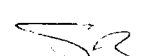
THAT, in accordance with article 25 of the Company's articles of association, the creation of a new class of preference shares of £1.00 each (the "**Preference Shares**") be approved, having the rights set out in the New Articles.

3. ***Ordinary resolution***

THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be unconditionally authorised to allot up to a maximum number of 17,576,317 Preference Shares of £1.00 each in the capital of the Company having the rights and subject to the restrictions set out in the New Articles. Unless renewed, varied or revoked by the Company, this authority shall expire on a date falling 3 years after the date of this resolution, except that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or such rights to be granted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

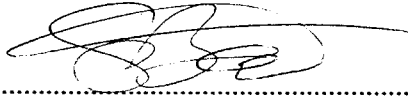
4. ***Special resolution***

THAT the pre-emption rights under article 26.2 of the articles of association of the Company be disapplied in relation to the proposed allotment of Preference Shares pursuant to the authority granted in resolution 3 above.



5. *Class consent*

We hereby irrevocably consent, sanction and approve each and every variation, alteration or abrogation of the rights attached to the ordinary shares in the capital of the Company which is or may be involved in or effected by the passing and implementation of these Resolutions (the “**Class Rights Variation**”).



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Director

Date: 30 December 2020

ANNEXURE – NEW ARTICLES