

Company number: 06006363

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

FULCRUM INFRASTRUCTURE SERVICES LIMITED (the Company)

28 March 2017 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution.

SPECIAL RESOLUTION

THAT:

- 1 for the purposes of section 551 of the Companies Act 2006 (the Act), the directors of the Company (the **Directors**) be authorised under section 551 of the Act generally and unconditionally to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £9,000,000, provided that this authority shall expire on 31 December 2017, unless such authority shall have been previously revoked or varied by the Company in general meeting and save that the Directors may before the expiry of the authority granted by this resolution make an offer or agreement which would or might require shares in the Company to be allotted, or rights to be granted, after such expiry and the Directors may allot such shares, or grant such rights, in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired; and
- 2 subject to the passing of resolution 1, the Directors be and they are empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 1 as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £9,000,000 and shall expire on 31 December 2017 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Directors may make the allotments of equity securities referred to in this resolution notwithstanding the expiry of such power and the Company may before the expiry of any power contained in this resolution make a further offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolution.

WEDNESDAY



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COMPANIES HOUSE

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Step three – FIS - shareholder authority to allot shares

	For	Against
SPECIAL RESOLUTION	X	

The undersigned, a person entitled to vote on the resolution on the Circulation Date, irrevocably agrees or disagrees to the resolution as indicated above.

Signed: M. Flanagan
Duly authorised, for and on behalf of **Fulcrum Utility Investments Limited**

Dated: 28 March 2017

NOTES

1 If you wish to vote in favour of the resolution, please indicate your agreement, sign and date this document where indicated above and return it to the Company using one of the following methods:

- by hand: delivering the signed document to Aaron Dixon, Kings Court, 12 King Street, Leeds, LS1 2HL;
- by post: returning the signed document to FAO: Aaron Dixon, Kings Court, 12 King Street, Leeds, LS1 2HL; or
- by email: by attaching a scanned copy of the signed document to an email and sending it to aaron.dixon@walkermorris.co.uk. Please enter "Written Resolution" in the email subject box.

If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.

3 The resolution is proposed as a special resolution which means that it will be passed if the Company receives before the date falling 28 days from the Circulation Date (the **Lapse Date**) signified agreement from members representing 75 per cent. of the total voting rights of eligible members of the Company. Where, by the Lapse Date, insufficient agreement has been received for the resolution to pass, the resolution will lapse. **If you agree to the resolution, please ensure that your agreement reaches the Company by not later than 5pm on the Lapse Date.**

If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.