

Company No. 06006363

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF FULCRUM INFRASTRUCTURE SERVICES LIMITED (Company)**

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being the sole eligible members (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following as special resolutions of the Company.

SPECIAL RESOLUTIONS

- 1 That the provisions of the articles of association of the Company be altered by the insertion of a new article 45 as follows (with the existing articles being renumbered accordingly):

45 Shares Mortgaged or Charged by way of Security

- 45.1 *Notwithstanding anything to the contrary contained in these articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any share (whether or not it is a fully paid share) where such transfer is:*

- (a) *to a bank or financial institution (in its own capacity or as agent, trustee or otherwise) (a "Secured Institution") to which such share has been mortgaged or charged by way of security, or to a nominee of such Secured Institution pursuant to any such security (a "Nominee");*
- (b) *executed by a Secured Institution or a Nominee pursuant to the power of sale or other power conferred pursuant to such security or by law; or*
- (c) *executed by a receiver or manager appointed by or on behalf of any Secured Institution or a Nominee under any such security,*

- 45.2 *and furthermore, notwithstanding anything to the contrary contained in these articles, no:*

- (d) *transferor or proposed transferor of any share to a Secured Institution or Nominee;*
- (e) *Secured Institution or Nominee; or*
- (f) *receiver or manager appointed by or on behalf of a Secured Institution or Nominee,*

shall be required to offer any share that is the subject of any such transfer to the Members or any of them, and no such Member shall have any right under these articles to require any such share to be transferred to it, whether for consideration or not.

- 45.3 *Notwithstanding anything to the contrary contained in these articles, the Company shall have no lien on any share that has been mortgaged or charged by way of security to a Secured Institution.*

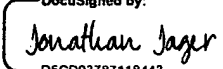
ORDINARY RESOLUTIONS

- 1 That the provisions of, and performance of the obligations set out in, the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into in connection with the financing arrangements to be entered into with Bayford & Co Ltd,



Harwood Private Equity V LP and Oryx International Growth Fund be and are hereby approved in the forms attached to the Written Resolution (copies of such Documents having been supplied to the sole member of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).

- 2 That, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).

DocuSigned by:

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Signature:

Name:

For and on behalf of Fulcrum Utility Investments
Limited

Date: ...2 December 2022