

Company number: 06619309

**SUNRISE RENEWABLES (HULL) LIMITED
(the 'Company')**

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDER'S WRITTEN RESOLUTION CIRCULATED ON

18 February 2021

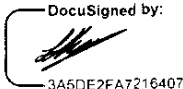
PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company has proposed that the resolution below is passed as a special resolution (the '**Resolution**')

SPECIAL RESOLUTION

THAT (a) the ordinary share capital of the Company be reduced by cancelling 55,095 fully paid ordinary shares of £1 each in the capital of the Company.

The undersigned, being the sole member of the Company and entitled to vote on the circulation date of this resolution, hereby irrevocably agrees to the Special Resolution.

Signed 

for and on behalf of
BIOMASS UK NO.1 LLP

Date: 19 February 2021

TUESDAY



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A09 23/02/2021 #261
COMPANIES HOUSE

Company number: OC400324

**Biomass UK No.1 LLP
(the 'Company')**

Minutes of a meeting of the designated members of the LLP
held via Teleconference on Thursday 18 February 2021 at 12 noon

Present: Ian Shervell (Chair)
Aviva Investors Infrastructure Income No.3 Limited represented by its duly
authorised representative Catherine McCall

Apologies: Anthony Olaniyi

In attendance*: Helen Potter
Hilda Asiaw

*at the invitation of the Board

1. CHAIR

- 1.1 It was resolved that Mr Shervell be appointed Chair of the meeting.

2. NOTICE AND QUORUM

- 2.1 The Chair declared that a quorum was present, and that due notice of the meeting had been given. Accordingly, the meeting proceeded to business.

3. INTRODUCTION

- 3.1 It was noted that Aviva Investors Infrastructure Income No.3 Limited and Mr Shervell were the Designated Members of the LLP (**together the "Designated Members"**).

4. PURPOSE OF THE MEETING

- 4.1 The Chair reported that the purpose of the meeting was to consider and, if thought fit, approve the capital reduction of one the Company's subsidiaries, Sunrise Renewables (Hull) Limited (the "**Capital Reduction**").

5. REDUCTION IN SHARE CAPITAL

- 5.1 The Designated Members were informed that as part of the tidy up of the Balance Sheet of Sunrise Renewables (Hull) Limited ("**Sunrise Renewables**") and in preparation of the liquidation of the entity in 2021, a capital reduction has been proposed to increase Sunrise Renewables distributable reserves and enable a dividend to be declared during Q1 2021. It was further noted that Sunrise Renewables Articles did not contain a prohibition or restriction on the reduction of its issued share capital.
- 5.2 It was noted that Sunrise Renewables issued share capital would be reduced as tabled below:

Sunrise Renewables	Prior to Capital Reduction	Post Capital Reduction
Ordinary share capital	£55,096	£1.00

Company number: 08765979

6. RESOLUTIONS

6.1 Following due and careful consideration, **IT WAS RESOLVED THAT**

- (i) the capital reduction of Sunrise Renewables is hereby approved; and
- (ii) any one of the Designated Members is hereby authorised to execute the Shareholder Resolution approving the Capital Reduction and any such documents deemed necessary to facilitate the Capital Reduction.

7. CLOSE

7.1 There being no further business, the Chair declared the meeting closed.

DocuSigned by:



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Chair

Company number: 06619309

SUNRISE RENEWABLES (HULL) LIMITED
(the 'Company')

Minutes of a meeting of the Board of Directors of the Company
held via Teleconference on Wednesday 17 February 2021 at 12 noon

Present: Ian Shervell (Chair)

Apologies: Anthony Olaniyi

In attendance*: Helen Potter
Hilda Asiaw

*at the invitation of the Board

TUESDAY

1. CHAIR

- 1.1 It was resolved that Mr Shervell be appointed Chair of the meeting.

2. NOTICE AND QUORUM

- 2.1 The Chair declared that a quorum was present, and that due notice of the meeting had been given. Accordingly, the meeting proceeded to business.

3. DIRECTORS' INTERESTS

- 3.1 Pursuant to section 177 of the Companies Act 2006 (the 'Act') and the Company's Articles of Association (the 'Articles'), each of the Directors declared the nature and extent of any interest, direct or indirect, in the proposed transaction or arrangement with the Company forming part of the business to be transacted by the meeting. Having considered the various matters to be discussed at the meeting, and acting reasonably and in good faith, the Directors did not believe that any interest they had could be regarded as likely to give rise to a conflict of interest.

4. PURPOSE OF THE MEETING

- 4.1 In preparation of the liquidation of the Company in 2021, the Chair reported that the purpose of the meeting was to consider and, if thought fit, approve a capital reduction of 55,095 Ordinary Shares of £1 each ("**Capital Reduction**") and an in-specie dividend of £1,667,690, by way of the reduction in the intercompany balance due from Biomass UK No.1 LLP ("**Biomass**") to the Company ("**Dividend**").

5. REDUCTION IN SHARE CAPITAL

- 5.1 It was noted that the Articles did not contain a prohibition or restriction on the reduction of the Company's issued share capital.
- 5.2 It was also noted that the following draft documents had been prepared in relation to the proposed share capital reduction and were available to the meeting:
- a) A board paper summarising the context for the capital reduction. The board paper includes a separate memorandum on the legal process and directors' responsibilities relating to implementing a reduction of capital by solvency statement;
 - b) Resolution of the members of the Company to reduce the share capital of the Company;
 - c) Directors' Solvency Statement;
 - d) Directors' Statement of Compliance in accordance with section 644 of the Act;
 - e) Statement of Capital (Form SH19).

Following due and careful consideration of matters, **IT WAS RESOLVED THAT** the Capital Reduction would promote the success of the Company and is hereby approved.

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6. SOLVENCY STATEMENT

6.1 Following due and careful consideration, **IT WAS RESOLVED THAT:**

6.1.1 the Solvency Statement as presented to the meeting is hereby approved; and

6.1.2 the Solvency Statement be executed by the Sole Director of the Company.

7. SHAREHOLDER RESOLUTION

7.1 Following due and careful consideration, **IT WAS RESOLVED THAT:**

7.1.1 The Board would recommend to the Shareholder that the issued share capital of the Company be reduced as tabled below:

Company	Prior to Capital Reduction	Post Capital Reduction
Ordinary share capital	£55,096	£1.00

8. STATEMENT OF COMPLIANCE

8.1 Following due and careful consideration, **IT WAS RESOLVED THAT**, subject to the execution of (i) the Solvency Statement by all the Directors of the Company; and (ii) the Shareholder Resolution approving the Capital Reduction being duly passed, a Statement of Compliance, as presented to the meeting is hereby approved.

9. STATEMENT OF CAPITAL

9.1 **IT WAS RESOLVED THAT** a Statement of Capital (Form SH19) as presented to the meeting, reflecting the issued share capital of the Company following the proposed Capital Reduction and is hereby approved.

9.2 **IT WAS FURTHER RESOLVED** that an Officer of the Company, including the Company Secretary, be authorised to sign and file Form SH19 to Companies House no later than 15 days from the date of the resolutions.

10. PROCEDURAL REQUIREMENTS

10.1 **IT WAS RESOLVED THAT** arrangements be made to deliver the following documents to the Registrar of Companies:

- (i) the Directors' Solvency Statement;
- (ii) the Member's Written Resolution;
- (iii) the Statement of Capital (Form SH19); and
- (iv) the Directors' Compliance Statement.

10.2 Following due and careful consideration, **IT WAS FURTHER RESOLVED THAT** any Director of the Company be and are hereby authorised to execute and deliver any such documents and generally, carry out all such acts deemed necessary to facilitate the Capital Reduction.

11. DIVIDEND

11.1 Following due and careful consideration, **IT WAS RESOLVED THAT** the proposed dividend as tabled below is hereby approved and any Director of the Company is hereby authorised to execute and deliver any such documents and generally, carry out all such acts deemed necessary to facilitate the Dividend.


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Company	Prior to Dividend	Post Dividend
Retained Profits	£(1,667,690)	£0
Shareholders' funds	£(1,667,690)	£1

12. CLOSE

12.1 There being no further business, the Chair declared the meeting closed.

DocuSigned by:



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Chair