

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ENERGY SERVICES TOPCO LIMITED

(Registered Number 08500815)

(the "Company")

29 January 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution (the "Resolution") is passed as an ordinary resolution by way of written resolution of the Company:

"ORDINARY RESOLUTION

THAT, in substitution for all existing outstanding and unutilised authorities conferred on the directors in accordance with section 551 of the Act but (for the avoidance of doubt) without prejudice to any allotments of shares already made or offered or agreed to be made or offered pursuant to such authorities, for the purposes of section 551 of the Act, the directors are authorised generally and unconditionally to allot, without the authority of the Company in general meeting, 2 C ordinary shares of £0.0001 each in the capital of the Company at any time or times from the date of passing of this Resolution until the date occurring five years after such date. The aforesaid authority may be revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of this authority. In this Resolution, references to the allotment of shares shall include the grant of rights to subscribe for, or to convert any security into, shares."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

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FRIDAY



A14 *A7YD5C76* 01/02/2019 #425
COMPANIES HOUSE

We, the undersigned, being the persons entitled, as at the Circulation Date, to vote on the Resolution hereby irrevocably agree to the Resolution.



For and on behalf of
Energy Services S.à r.l., *Gail Sausy, Class B Manager*

Date: *29 January* 2019

For and on behalf of
ICG EFV Luxembourg S.à r.l.

Date: 2019

For and on behalf of MLC Investments Limited
(as trustee for the MLC Vintage Year Trust
(2012)) by its attorneys under power of attorney
dated _____, of which the
attorneys have received no notice of revocation
of the power.

Signature of attorney

Name of attorney


Signature of attorney

Name of attorney

We, the undersigned, being the persons entitled, as at the Circulation Date, to vote on the Resolution hereby irrevocably agree to the Resolution.

For and on behalf of
Energy Services S.à r.l.

Date: 2019



Anna-Sophie



For and on behalf of
ICG EFV Luxembourg S.à r.l.

Date: 29 January 2019

For and on behalf of **MLC Investments Limited**
(as trustee for the MLC Vintage Year Trust
(2012)) by its attorneys under power of attorney
dated _____, of which the
attorneys have received no notice of revocation
of the power.

Signature of attorney

Name of attorney

Signature of attorney

Name of attorney

.We, the undersigned, being the persons entitled, as at the Circulation Date, to vote on the Resolution hereby irrevocably agree to the Resolution.

For and on behalf of
Energy Services S.à r.l.

Date: 2019

For and on behalf of
ICG EFV Luxembourg S.à r.l.

Date: 2019

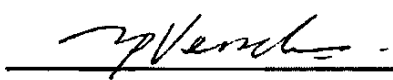
For and on behalf of **MLC Investments Limited**
(as trustee for the MLC Vintage Year Trust
(2012)) by its attorneys under power of attorney
dated *15 September 2017*, of which the
attorneys have received no notice of revocation
of the power.



Signature of attorney

John H. L. L.

Name of attorney



Signature of attorney

S. VERSCHOOR

Name of attorney

Date : *29 January 2019*

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the date which is 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before or during this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.