

Company Number: 08986180

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

UK PV LIMITED

(Company)

24 May 2019

(Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company (**Directors**) propose that the resolution below be passed as a Special Resolution (the **Resolution**).

SPECIAL RESOLUTION

THAT pursuant to article 19.1 of the articles of association of the Company, the transfer of 50,000 shares from Jennifer Levett to Solar Growth Limited are approved without the requirement of the pre-emption process set out in article 19 of the articles of association.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed for and on behalf of **SOLAR GROWTH LIMITED**

[Signature]

Date:

24 May 2019

Signed by **JENNIFER LEVETT**

Date:

Signed by **IONA MCNEIL**

Date:



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31/05/2019
RM COMPANIES HOUSE

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Signed by **LORD HARRY WOOLF**

Date:

Signed by **ALAN YAZDABADI**

Date:

Signed by **DUNCAN MCINERNEY**

Date:

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 using one of the following methods:

- By hand: delivering the signed copy to Adam Quint, Michelmores LLP, Broad Quay House, Broad Quay, Bristol, BS1 4DJ.
- Post: returning the signed copy by post to Adam Quint Michelmores LLP, Broad Quay House, Broad Quay, Bristol, BS1 4DJ.
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to adam.quint@michelmores.com. Please type "Written resolution – UKPV" in the e-mail subject box.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 28 days following the Circulation Date (including the Circulation Date), sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.