

Company number 09117395

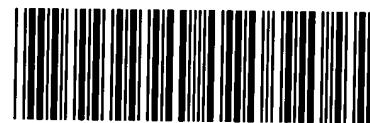
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Palmersford Solar Limited (the Company)

THURSDAY



A08 *ABB6DEXU* 25/08/2022 #69
COMPANIES HOUSE

Date: 29 December 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**).

SPECIAL RESOLUTIONS

1 **THAT** the entry into by the Company of the Transaction Documents (as defined in the facilities agreement between (1) Sedgwick Solar Limited (as Borrower), (2) the Company (as Project Company) and (3) Santander UK plc (as Agent, Security Trustee and Original Lender) dated on or around the date of this resolution) and any ancillary documents thereto, the terms of and the transactions contemplated by them and the execution and performance of such documents are in the best interest of the Company and likely to promote the success of the Company for the benefit of its members as a whole and are hereby approved.

2 **THAT** the articles of association of the Company be amended by inserting a new Article 85 as follows:

"85.1 Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;
- (ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (ii) no Secured Institution or its nominee; and
- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

85.2 Notwithstanding anything contained in these Articles, the Company shall have no lien over any shares which have been mortgaged or charged by way of security to a Secured Institution.

85.3 Notwithstanding anything contained in these Articles, the Company shall not be entitled to send a notice to any member of the Company requiring that member to pay any sum which is payable in respect of the shares which that member holds or to exercise any powers of forfeiture or sale which may flow from the non-payment of any such amounts."

3 **THAT** the existing articles of association shall be renumbered accordingly.

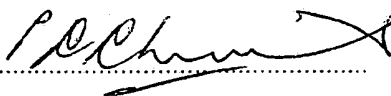
AGREEMENT

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

The undersigned the sole member of the Company entitled to vote on the Resolutions on 29 December 2015, hereby irrevocably agrees to the Resolutions.

Signed by **Sedgwick Solar Limited**

Date


29 December 2015

NOTES

- 1 You can choose to agree to both of the Resolutions or neither of them, but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to TLT LLP, One Redcliff Street, Bristol, BS1 6TP marked for the attention of Oliver Coad.

You may not return the Resolutions to the Company by any other method.