

Company No. 09430484

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

EQUITIX ESI CHP FINANCE LIMITED

(the "**Company**")

25 April **2023**

(the "**Circulation Date**")

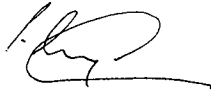
We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolution of the Company, having effect as a special resolution, in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"):

1. **SPECIAL RESOLUTION**

THAT, the directors be given power pursuant to section 569 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash as if section 561 of the Act did not apply to any such allotment. This power shall expire on the fifth anniversary of the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

.....
**EQUITIX ENERGY EFFICIENCY
FUND HOLDCO LIMITED**

.....
Date


.....

.....
26 April 2023
.....

**EQUITIX ENERGY EFFICIENT GP 1
LIMITED**

Date



26 April 2023

**EQUITIX ENERGY EFFICIENCY
FUND HOLDCO LIMITED**

Date

**EQUITIX ENERGY EFFICIENT GP 1
LIMITED**

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 the following method:

- Email: by attaching a scanned copy of the signed document to an email and sending it to gareth.mair@ashurst.com.

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 the date falling 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 us before or during this date.
4. 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.
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.