

Company No. 09756678

THE COMPANIES ACT 2006

FRIDAY



A25 \*ACGXZ81J\*

24/11/2023

#172

COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTION IN WRITING**

**OF**

**GALLOPER WIND FARM HOLDING COMPANY LIMITED**

**(the "Company")**

We, being eligible members of the Company (representing at least 75 per cent. of the total voting rights of eligible members of the Company) who at the circulation date of these resolutions would have been entitled to vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed as special resolutions:

**SPECIAL RESOLUTIONS**

1. **THAT**, in connection with the approval, declaration and payment of the relevant part of three cash dividends by the Company in January 2020, July 2022 and January 2023 (the "**Relevant Dividends**") which exceeded the profits available for distribution by the Company at the relevant time:
  - (a) the Company be authorised and directed to enter into a deed of release (the "**HoldCo Deed of Release**") in favour of each of the current and previous directors of the Company whose names are set out in the schedule to the draft HoldCo Deed of Release circulated together with these resolutions (and each of their personal representatives or successors in title (as appropriate) of any of such director's estate if he or she is deceased) (each, a "**HoldCo Director**"), pursuant to which the Company shall unconditionally and irrevocably (i) waive and release each HoldCo Director from any and all liability that they have or may have to the Company and any and all claims and demands the Company has or may have against each of the HoldCo Directors in connection with the Relevant Dividends and (ii) undertake not to bring any claim or demand against each HoldCo Director in connection with the Relevant Dividends; and
  - (b) any two directors or a director and the company secretary or a director in the presence of a witness be and are hereby authorised and directed to execute and deliver the HoldCo Deed of Release as a deed poll for and on behalf of the Company.
2. **THAT**, in connection with the approval, declaration and payment of the relevant part of three cash dividends by Galloper Wind Farm Limited ("**GWFL**") in January 2020, July 2022 and January 2023 (the "**GWFL Dividends**") which exceeded the profits available for distribution by GWFL at the relevant time, the Company be authorised and directed to authorise and direct:

- (a) GWFL to enter into a deed of release (the "GWFL Deed of Release") in favour of each of the current and previous directors of GWFL whose names are set out in the schedule to the draft GWFL Deed of Release circulated together with these resolutions (and each of their personal representatives or successors in title (as appropriate) of any of such director's estate if he or she is deceased) (each, a "GWFL Director"), pursuant to which GWFL shall unconditionally and irrevocably (i) waive and release each GWFL Director from any and all liability that they have or may have to GWFL and any and all claims and demands GWFL has or may have against each of the GWFL Directors in connection with the GWFL Dividends and (ii) undertake not to bring any claim or demand against each GWFL Director in connection with the GWFL Dividends; and
- (b) any two directors or a director of GWFL and the company secretary of GWFL or a director of GWFL in the presence of a witness to execute and deliver the GWFL Deed of Release as a deed poll for and on behalf of GWFL, by executing a written resolution of the Company as the sole member of GWFL.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

For and on behalf of **RWE RENEWABLES UK SWINDON LIMITED**

Dated: 21/11/ 2023

Signed: \_\_\_\_\_

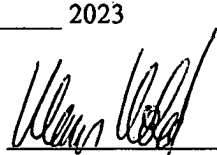
Name: \_\_\_\_\_


For and on behalf of **UK GREEN INVESTMENT GALLOPER LIMITED**

Dated: \_\_\_\_\_ 2023

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

  
Klaus Kolof

  
Roger Ernst  
Managing Director

For and on behalf of **SIEMENS PROJECT VENTURES GMBH**

Dated: 21/11/ 2023

- (a) GWFL to enter into a deed of release (the "**GWFL Deed of Release**") in favour of each of the current and previous directors of GWFL whose names are set out in the schedule to the draft GWFL Deed of Release circulated together with these resolutions (and each of their personal representatives or successors in title (as appropriate) of any of such director's estate if he or she is deceased) (each, a "**GWFL Director**"), pursuant to which GWFL shall unconditionally and irrevocably (i) waive and release each GWFL Director from any and all liability that they have or may have to GWFL and any and all claims and demands GWFL has or may have against each of the GWFL Directors in connection with the GWFL Dividends and (ii) undertake not to bring any claim or demand against each GWFL Director in connection with the GWFL Dividends; and
- (b) any two directors or a director of GWFL and the company secretary of GWFL or a director of GWFL in the presence of a witness to execute and deliver the GWFL Deed of Release as a deed poll for and on behalf of GWFL, by executing a written resolution of the Company as the sole member of GWFL.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

For and on behalf of **RWE RENEWABLES UK SWINDON LIMITED**

Dated: \_\_\_\_\_ 2023

Signed:  \_\_\_\_\_

Name: Edmund Andrew

For and on behalf of **UK GREEN INVESTMENT GALLOPER LIMITED**

Dated: 21/11 2023

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

For and on behalf of **SIEMENS PROJECT VENTURES GMBH**

Dated: \_\_\_\_\_ 2023

Signed:



Name:

Nicholas Nunn

For and on behalf of **ALDEBURGH OFFSHORE WIND INVESTMENTS LIMITED**

Dated: 21/11 2023

**Notes:**

1. The circulation date of these resolutions is 21 November 2023. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his/her or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to the Company Secretary by hand or by sending a copy of the signed resolutions in hard copy form by post to Windmill Hill Business Park, Whitehill Way, Swindon, SN5 6PB or by e-mail to [company.secretariat@rwe.com](mailto:company.secretariat@rwe.com). An eligible member can also signify his/her or its agreement to the resolutions by sending an e-mail from his/her or its e-mail address held by the Company for such purposes to the Company Secretary at [Penny.Sainsbury@rwe.com](mailto:Penny.Sainsbury@rwe.com) identifying the resolutions and indicating his/her or its agreement to such resolutions.
3. These resolutions must be passed by 29 November 2023. If the resolutions have not been passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.