

Company Name: **GSII PORTER 1 LIMITED**
(the "Company")

Company Number: **09813953**

WRITTEN RESOLUTION

proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: **3rd September 2019**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution contained on **PAGE 2** of this document be passed as an ordinary resolution within the meaning of section 282 Companies Act 2006.

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the ordinary resolution.

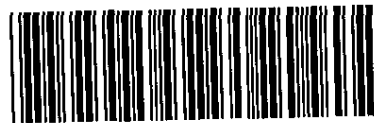
Dated: **3rd September 2019**



By Order of the Board
Director

Registered Office: Low Carbon Limited
13 Berkeley Street
London
United Kingdom
W1J 8DU

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ORDINARY RESOLUTION

THAT, on the recommendation of the directors, a dividend in specie of £1,722,788 in relation to the entire remaining cash, net assets, receivables and liabilities of the Company be declared to the sole eligible member of the Company registered in the register of members of the Company at the time that this resolution is effective, namely *Greencoat Solar Assets II Limited*.

IMPORTANT NOTES

- 1 If you agree with the ordinary resolution contained on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to Fabiano Iesini at Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU;
 - (b) **By post:** returning the signed copy by post to Fabiano Iesini at Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU; or
 - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to fabiano.iesini@gowlingwlg.com.
- 2 If you do not agree to the ordinary 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 ordinary resolution, you may not revoke your agreement.
- 4 Unless, by 1st October 2019 (being the period of 28 days beginning with the circulation date of this written resolution), sufficient agreement has been received for the ordinary resolution to be passed, it will lapse. If you agree to the ordinary resolution, please ensure that your agreement reaches us before or during this date. However, please note that unless the resolution is passed before 1st October 2019, the declaration of a dividend in specie resolved on by the resolution will not take effect.

AGREEMENT

*Please read the important notes on **PAGE 3** of this document before signifying your agreement to the ordinary resolution set out on **PAGE 2**.*

The undersigned, being the sole member entitled to vote on the ordinary resolution contained on **PAGE 2** of this document on 3rd September 2019, hereby irrevocably agrees to that ordinary resolution.

Name of Shareholder

Signature

Date

Duly authorised signatory
for and on behalf of
GSII PORTER 1 LIMITED
(CRN: 09813953)

L. Moscarl

3rd September 2019