

EXECUTION VERSION

Company No. 09966649

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NORTHWICH POWER LIMITED
(the "**Company**")

Circulation Date

2 July 2021



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolutions, in the case of resolution 1 as a Special Resolution and in the case of resolution 2 as an Ordinary Resolution.

SPECIAL RESOLUTION

- 1 That, subject to and with effect from completion of the sale and purchase agreement in respect of the entire issued share capital of the Company to be entered into on or around the Circulation Date (the "**SPA**"), the regulations contained in Schedule 1 be adopted as the Articles of Association of the Company (the "**New Articles**") in substitution for and to the exclusion of all existing articles of association.

ORDINARY RESOLUTION

- 2 That, subject to and with effect from completion of the SPA, the 10 Deferred Shares of 1p each in the capital of the Company be converted into and redesignated as 10 Ordinary Shares of 1p each in the capital of the Company, having the rights and being subject to the restrictions set out in the draft New Articles to be adopted pursuant to resolution 1.

Please read the Notes overleaf before signifying your agreement to the Written Resolutions.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the sole eligible member of the Company who would have been entitled to vote on the resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the resolutions, in the case of resolution 1 as a Special Resolution and in the case of resolution 2 as an Ordinary Resolution.

DocuSigned by:

Mike Bullard

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2 July 2021

Director

Date of signature

duly authorised for and on behalf of
Agrona Power Limited

Notes

- 1 You can choose to agree to all of the proposed Written Resolutions or none of them but you cannot agree to only some of them.
- 2 If you agree to the proposed Written Resolutions please sign and date this document overleaf on the dotted line where indicated and return it to the Company using one of the following methods, in each case by no later than the date 28 days after the Circulation Date stated overleaf:
 - (a) by hand or by post to the Company's registered office at 6th Floor 33 Holborn, London, England, EC1N 2HT;
 - (b) by electronic mail addressed to sophie.potter@burges-salmon.com; or
 - (c) via an electronic signing platform such as DocuSign.
- 3 If you do not agree to the Written Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4 The Written Resolutions will lapse if the agreement of the required majority of eligible members is not received by the Company by the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolutions are passed.
- 5 The Written Resolutions are passed on the date and time that the Company receives the agreement of the required majority of eligible members
- 6 You may not revoke your agreement to the Written Resolutions once you have signed and returned this document to the Company.
- 7 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.

EXECUTION VERSION

Schedule 1

Articles of Association