

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

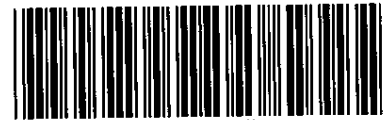
**Walworth Energy Storage Limited**  
(the "**Company**")

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Circulation Date  
07/02/2018

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WEDNESDAY



A26 \*A717F30X\* 07/03/2018 #131  
COMPANIES HOUSE

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 numbered 1 as a Special Resolution and in the case of resolutions numbered 2 to 5 as Ordinary Resolutions:

SPECIAL RESOLUTION

- 1 **THAT** the articles of association of the Company be altered by the insertion of the following wording at the end of the articles:

"Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such bank or financial institution; or
- (b) where such transfer is by or on behalf of a bank or financial institution or any nominee of a bank or financial institution in favour of any third party upon disposal or realisation of shares following the bank having become entitled to

exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by any officer of the bank or financial institution that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact."

#### ORDINARY RESOLUTIONS

THAT:

- 2 the terms of, and the transactions contemplated by, each of the following documents are hereby approved and the execution, delivery and performance of the following documents, with such amendments and modifications as persons authorised to execute the same may in their absolute discretion approve, is hereby authorised:
  - (a) a facility agreement (the "**Facility Agreement**") between, amongst others, Clydesdale Bank plc (the "**Lender**"), Anesco Limited (the "**Borrower**") and the Company;
  - (b) a guarantee to be entered into by the Company in respect of the obligations of the Borrower under the Facility Agreement (the "**Guarantee**"),
  - (c) a debenture (the "**Debenture**") to be entered into by the Company in favour of the Lender constituting a first fixed charge over the assets identified in it,
  - (d) a formalities certificate to be signed by a Director of the Company in connection with the Facility Agreement; and
  - (e) any other documents relating to, or connected with, the Facility Agreement to which the Company is a party;

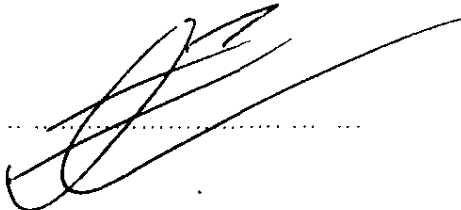
the documents listed above being collectively known as the "**Finance Documents**";
- 3 the terms of and the transactions contemplated by the Finance Documents and any other documents relating to, or connected with, the Finance Documents to which the Company is a party are for the commercial benefit of and in the best interests of the Company and are hereby approved and the approval of the Company to enter into the Finance Documents or any documents relating to, or connected with, the Finance Documents to which the Company is a party is given and authorised;
- 4 the directors of the Company are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Finance Documents, any other documents relating to, or connected with, the Finance Documents to which the

Company is a party, as they shall deem, in their absolute discretion, necessary or appropriate; and

- 5 the entry by the Company into the Finance Documents and any other documents relating to, or connected with, the Finance Documents to which the Company is a party and the proposed transactions under them would promote the success of the Company for the benefit of its members as a whole.

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

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, I/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 numbered 1 as a Special Resolution and in the case of resolutions numbered 2 to 5 as Ordinary Resolutions:

.....  


Name  
duly authorised for and on behalf of  
**Anesco Asset Management Three Limited**

..... 07/02/2018 .....

Date of signature

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## 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 by hand or by post to the Company's registered office at The Green Easter Park, Benyon Road, Reading, Berkshire, RG7 2PQ.
- 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.