

Company No. 10129878

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
GRID EDGE LIMITED
("the Company")

On 12 October 2022, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolutions were duly passed as follows:

- a) Resolution 1 as a Special Resolution;
- b) Resolution 2 as an Ordinary Resolution; and
- c) Resolution 3 as a Special Resolution (together "**the Resolutions**").

RESOLUTION 1

"THAT the pre-emption rights contained in article 3.1.3 of the articles of association of the Company be hereby waived and dis-applied in respect of the allotment of shares and issue of equity warrants as set out in Resolution 2."

RESOLUTION 2

"THAT the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to:

- allot and issue up to 2,517 Series A Preference Shares of £0.0001 each in the capital of the Company up to an aggregate nominal amount of £0.2517; and
- create and issue a further 2,517 equity warrants to subscribe for Series A Preference Shares of £0.0001 each in the capital of the Company up to an aggregate nominal amount of £0.2517 (and for the avoidance of any doubt to allot and issue any Series A Preference Shares which are required to be issued pursuant to the exercise of such warrants),

for a period of 5 years from the date of this resolution, save that in accordance with section 551(7) of the Companies Act 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares pursuant to such offer or agreement as if this authority had not expired. This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities."

RESOLUTION 3

"**THAT** the present memorandum of association and articles of association of the Company be replaced by the new articles of association in the form of the draft marked "B" and annexed hereto."

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Director