

Company No. 10129878

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

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

On 21 March 2023, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolutions were duly passed as Special Resolutions (together the "**Resolutions**").

The following definitions shall apply in respect of the below Resolutions:

"CA 2006"	Companies Act 2006;
"CLNI"	the proposed convertible loan note instrument to be entered into by the Company (by deed poll) constituting up to £1,350,000 of CLNs;
"CLNs"	the £1.00 8% fixed rate unsecured convertible loan notes 2023 issued pursuant to the CLNI; and
"Directors"	the board of directors of the Company.

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 and issue of the CLNs and the issue of any shares in the issued share capital of the Company pursuant to the conversion of any CLNs pursuant to the terms of the CLNI as set out in Resolution 2."

RESOLUTION 2

"THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £1.00 (and for the avoidance of any doubt to allot and issue any shares in the issued share capital of the Company up to such aggregate nominal amount pursuant to the conversion of any CLNs pursuant to the terms of the CLNI) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 October 2023, save that in accordance with section 551(7) of

the CA 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired."

DocuSigned by:

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Director