

Company Number: 10492129  
**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN SPECIAL RESOLUTIONS**

FRIDAY



of

**WMR HOLDCO LIMITED (the Company)**

(passed on 31 July 2017)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following resolutions be passed as special resolutions; terms defined in the Facility Agreement have, unless otherwise defined in these resolutions, the same meaning when used in these resolutions:

**SPECIAL RESOLUTIONS**

1. **THAT** the Company enters into the following documents relating to the financing of the acquisition of the Target Shares by the Acquiring HoldCos:
  - (a) a facility agreement between, among others, the Company as a guarantor, OSW Co Holdings 2 Limited as the Borrower, the Agent and the Security Agent (as defined therein) for a facility of £350,000,000 (the **Facility Agreement**);
  - (b) a payment acknowledgment agreement between, among others, UK Green Investment Bank Limited and the Company;
  - (c) an intercreditor agreement between, among others, the Company and the Security Agent; and
  - (d) an English law governed debenture granting security including, among other things, fixed and floating charges over the Company's assets subject to customary agreed security principles for the benefit of the lenders under the Facility Agreement,the documents at paragraph (a) – (d) above (inclusive) together with any documents necessary or desirable or relating thereto being the **Finance Documents**.
2. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Finance Documents and any related document with such amendments as any authorised signatory of the Company may in his or her sole discretion approve.
3. **THAT** the entry by the Company into the proposed transactions substantially on the terms set out in the Finance Documents (including giving the guarantee and security) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole.
4. **THAT** the articles of association of the Company be amended as follows:  
  
by inserting the following new article 37(6) with immediate effect:

"(6) Notwithstanding article 37(5) above or anything to the contrary in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer:

- (i) is executed by any chargee to whom such shares have been charged by way of security, or by a nominee of such chargee ("**Secured Institution**");
- (ii) is executed by a Secured Institution, pursuant to the power of sale under such security, and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts; or
- (iii) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares,

and the directors shall immediately register any such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary in these articles, no shares in the Company to be transferred or proposed to be transferred to a Secured Institution shall be required to be offered to the shareholders for the time being of the Company and no such shareholder shall have any right under the articles or otherwise to require such shares to be transferred to them for valuable consideration or otherwise."

5. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.

**Agreement of eligible member**

The undersigned being the sole eligible member on 31 July 2017 (the **circulation date**) irrevocably agree to the resolutions set out above:

Signed by:

Richard Ash

For and on behalf of **OSW CO HOLDINGS 2 LIMITED**

Date:

The sole eligible member must signify its agreement to the proposed resolutions as follows: by delivering a signed copy to David Tilstone OR by sending a scanned signed copy of the resolutions to david.tilstone@macquarie.com. The sole eligible member must signify its agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, if the sole eligible member does not agree with the proposed resolutions, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolutions, its agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.