

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GRIDSERVE Sustainable Energy Limited (the "Company")

CIRCULATION DATE: 28 May 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "**Resolution**") is passed as a written resolution of the Company having the effect as a special resolution.

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be and are hereby amended by the addition of the following new Article 26(A)(1) to 26(A)(2) (inclusive):-

SPECIAL ARTICLE

26(A)1 Notwithstanding anything contained in these articles, this Special Article shall take precedence over all other provisions of these articles whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles).

26(A)(2) The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

(i) is to any bank, institution, public authority or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution, public authority or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or

(ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

(iii) is executed by a Secured Institution or its nominee pursuant to a power or sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall

have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

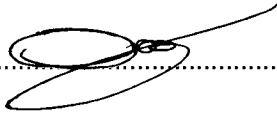
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned the sole member of the Company entitled to vote on the Resolution on
...28 May 2021....., hereby irrevocably agrees to the Resolution.

Signed by a duly authorised representative

of **GRIDSERVE Holdings Limited**



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NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using the following method:-
 - **By Hand:** delivering the signed copy to Thorney Weir House, Thorney Weir Road, Iver, SL0 9AQ, for the attention of Jeremy Cross;
 - **Post:** returning the signed copy to Thorney Weir House, Thorney Weir Road, Iver, SL0 9AQ, for the attention of Jeremy Cross;
 - **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Jeremy.Cross@gridserve.com or, if scanning of a signed document is not possible, by sending an e-mail to Jeremy.Cross@gridserve.com stating the agreement to the resolutions in the text of the e-mail.

If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. You must ensure your agreement to the Resolutions reaches us within 21 days of the date of these Resolutions otherwise the Resolutions will lapse.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.