

Company Number 12560162

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GREENCOAT CERES LIMITED

(the "Company")

Circulation Date: 4 MAY 2020 (the "Circulation Date")

Passed on: 4 MAY 2020

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

SPECIAL RESOLUTION

THAT the draft new articles of association in the form circulated with this written resolution for the purposes of identification, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the company.

AGREEMENT

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

We, the undersigned, the shareholder and persons entitled to vote on the Resolution, hereby irrevocably agree to the Resolution:-

DocuSigned by:

Richard Nourse

898CF8C10B26463...

Acting by Richard Nourse for
GREENCOAT CAPITAL LLP
acting in its capacity as manager of
GREENCOAT RENEWABLE INCOME LP

4 May 2020

.....
Date

DocuSigned by:

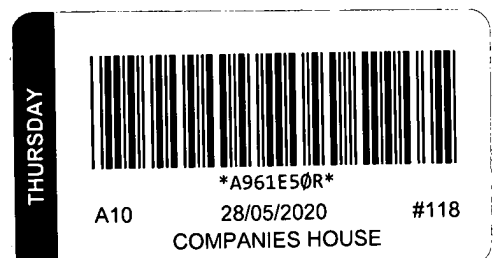
Richard Nourse

898CF8C10B26463...

Acting by Richard Nourse for
GREENCOAT CAPITAL LLP
acting in its capacity as manager of
GREENCOAT WILTON LP

4 May 2020

.....
Date



NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-

- **By Hand:** delivering the signed copy to Philip Jackson, Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES;
- **Post:** returning the signed copy by post to Philip Jackson, Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES;
- **E-mail:** returning at signed copy by email to philip.jackson@pinsentmasons.com

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3 Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4 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.