

Company No: 12696914

ORDINARY AND SPECIAL RESOLUTIONS
of
GRESHAM HOUSE ENERGY STORAGE HOLDINGS PLC
(the "Company")

Passed on 15 September 2021

At a general meeting of the Company duly convened and held on Wednesday, 15 September 2021, at 3.58 pm the following resolutions were duly passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

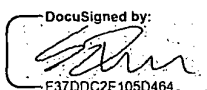
1. **THAT** that the Company be authorised to enter into the following documents:
 - (a) the Facilities Agreement;
 - (b) the debenture to be made by the Company in favour of the Security Agent;
 - (c) the intercreditor agreement to be entered into between, amongst others, the Company, the Agent and the Security Agent;
 - (d) the Hedging Letter;
 - (e) the fee letters to be made between, amongst others, the Company, the Arrangers, the Agent and the Security Agent;
 - (f) the formalities certificate to be delivered by the Company to the Agent certifying certain matters relating to the Company;
 - (g) together, and any other agreements, notices, certificates and documents which the directors consider to be necessary or desirable in connection with the transactions contemplated therein (the "**Transaction Documents**").
2. **THAT** the terms of, and the transactions contemplated by, the Transaction Documents be and are hereby approved;
3. **THAT** the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Transaction Documents with such amendments as any authorised signatory of the Company may in his or their sole discretion approve;



4. **THAT** the directors of the Company are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Transaction Documents as they shall deem necessary and appropriate; and
5. **THAT** the giving of a guarantee under the Facilities Agreement and the entry by the Company of the proposed transactions substantially on the terms set out in the Transaction Documents will promote the success of the Company for the benefit of its member.

SPECIAL RESOLUTION

1. **THAT** the Articles of Association set out in the document attached to the Notice be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

Signed:  E37DDC2E105D464

Name: Gareth Owen

for and on behalf of

Gresham House Energy Storage Holdings PLC
as Director

Date: 24 September 2021