

Company number 13494697

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SIG ROOFTOPS LIMITED (Company)

21 December 2022 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed by the eligible member (as defined by section 289 of the Companies Act 2006) of the Company as follows: the resolutions at paragraph 1 as ordinary resolutions and the resolutions at paragraph 2 as special resolutions (the **Resolutions**).

1. ORDINARY RESOLUTIONS

1.1 THAT the terms of, and the transactions contemplated by:

1.1.1 a facilities agreement proposed to be entered into between SIG Renewables Limited (**Borrower**) (as the Borrower), the Company as one of the Project Companies (as this term is defined therein) and Triodos Bank UK Limited (as the Lender) pursuant to which Triodos has agreed to make available to the Borrower a sterling term loan facility of up to £3,300,000 as Operating Loan Facility and a further sterling loan facility of up to £100,000 as Debt Service Reserve Facility, in each case subject to such agreement's terms for the purpose of refinancing the Borrower's 1.6 MWp roof-mounted solar pv portfolio across 328 installations; and

1.1.2 all other Documents (as such term is defined in the minutes of the board meeting at which this written resolution was resolved to be passed (**Board Minutes**),

be and are hereby approved;

1.2 the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents and its entry into the Documents would be most likely to promote the success of the Company for the benefit of its members as a whole;

1.3 the giving of any guarantee by the Company under any Document (including, without limitation, under the Facilities Agreement and the entry into by the Company of the proposed transactions substantially on the terms set out in the Documents is approved and will promote the success of the Company for the benefit of its members as a whole;

- 1.4 notwithstanding any provision of the memorandum (if any) and articles of association of the Company, or any personal interest of any of the directors, the directors of the Company are unconditionally authorised and empowered to execute and deliver the Documents on behalf of the Company.

2 SPECIAL RESOLUTIONS

- 2.1 THAT the articles of association of the Company be amended by inserting new Articles 26 (6), 26 (7) and 26 (8) as follows:

"26 (6) Notwithstanding anything contained in these articles, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;*
- (ii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security; or*
- (iii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security,*

and furthermore, notwithstanding anything to the contrary contained in these articles:

- a. no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee;*
- b. no Secured Institution or its nominee; and*
- c. no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,*

shall be required to offer shares which are the subject of any transfer aforesaid to any shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or otherwise howsoever to require such shares to be transferred to them for consideration or not.

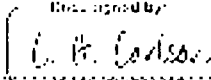
- 26 (7) Notwithstanding anything contained in these articles, the Company shall have no lien over any shares which have been mortgaged or charged by way of security to a Secured Institution.*

26 (8) *Notwithstanding anything contained in these Articles, the Company shall not be entitled to send a notice to any member of the Company requiring that member to pay any sum which is payable in respect of the shares which that member holds or to exercise any powers of forfeiture or sale which may flow from the non-payment of any such amounts."*

AGREEMENT

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

The undersigned, being the sole member of the Company on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signature: 

Print name: C. H. Carlson

Director duly authorised for and on behalf of
BHP Solar Limited

Date: 21 December 2022

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 one of the following delivery methods:

- **By hand:** delivering the signed copy to Karen Williams at Michelmores LLP.
- **Post:** returning the signed copy by post to Karen Williams, Michelmores LLP, Woodwater House, Pynes Hill, Exeter EX2 5WR.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to karen.williams@michelmores.com. Please type "Written resolution dated [CIRCULATION DATE]" in the email subject box.
- **Other:** Returning the signed copy to the Company's lawyers under the DocuSign signing platform.

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. Unless within 28 days of the Circulation Date, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, 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.