

Company No: 14615569

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BLLENHEIM RENEWABLES ONE LIMITED (Company)

CIRCULATION DATE: 22 March 2023

DATE PASSED: 22 March 2023

Pursuant to chapter 2 of Part 13 of the Companies Act 2006 (the Act), the directors of the Company propose that the resolution below be passed as a special resolution of the Company (the Resolution) and that the Resolution shall be for all purposes valid and effective as if passed at a general meeting duly convened and held.

SPECIAL RESOLUTION

- 1 THAT with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following new Article immediately after Article number 37 (Transfer of Shares - General):

38. SECURED PARTY

- (a) In this Article:
- (i) a "Relevant Transfer" means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power; and
 - (j) a "Secured Party" means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person.

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- (b) The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt.
- (c) There is no requirement that any shares the subject of a Relevant Transfer should be offered 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 to require any such shares to be transferred to them.
- (d) Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party (whether as lender, agent, trustee or otherwise).
- (e) If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies."

AGREEMENT

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


The undersigned, being the person entitled to vote on the above Resolution on the Circulation Date hereby irrevocably agrees to the Resolution.

NAME

SIGNATURE

DATE

A director for and on behalf
of Blenheim Renewables
Limited

DocuSigned by:

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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 by hand or by post to the Company's registered office.
- 2 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.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless within 28 days of the Circulation Date, sufficient agreement is 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.
- 5 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.
- 6 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.