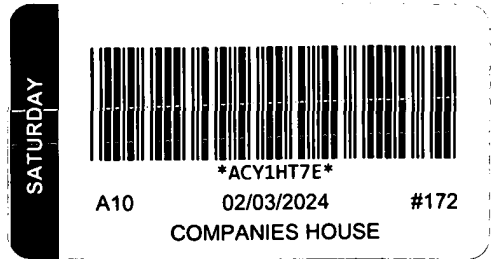


Company number SC547712

THE COMPANIES ACT 2006



PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE MEMBER

of

COMPLETE ENERGY CONTROLS LTD.
(the "Company")

Circulation date: 09 February 2024

The undersigned, being the **SOLE MEMBER** of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that (i) that the resolution below marked as a special resolution is passed as a special resolution (the "**Resolution**") pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and (ii) that the Resolution shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by inserting a new article as follows:

"26A. Share transfers

Notwithstanding anything contained in these articles:

- (a) the directors of the Company shall not decline to register any transfer of shares in the Company, nor may they suspend any registration thereof, where that transfer is:
 - (i) to a Secured Party;
 - (ii) delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or
 - (iii) executed by a Secured Party pursuant to the power of sale or other power existing under such security,

and furthermore, notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company (or proposed transferor of those shares) to a Secured Party and no Secured Party shall (in either such case) be required to offer the shares which are or are to be the subject of any such transfer to the 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

to require such shares to be transferred to them whether for consideration or otherwise; and

- (b) the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of shares held by a Secured Party.

For the purposes of this article, “**Secured Party**” means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate, or a nominee of any of the foregoing (and a certificate from the Secured Party that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts).”

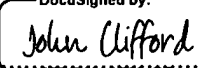
AGREEMENT

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

We, the undersigned, being the eligible members of the Company (as defined in section 289 of the Companies Act 2006) in respect of this Resolution, agree that the Resolution be so passed.

February 9, 2024

Signed:

DocuSigned by:

C351789ABD884EF...

For and on behalf of **LEARND LIMITED**

Date:

NOTES:

To signify your agreement to the Resolution, you must:

- sign this document where indicated above; and
- return the signed document to the Company using one of the following methods:
 - deliver it by hand or send it by post to the Company's registered office; or
 - attach a scanned copy of the signed document to an email, enter "Written Resolution – Project Steam" in the subject line and send it to sslattery@willkie.com and/or emma.bruce@mfmac.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.

Unless, by the date falling 28 days after (and including) the circulation date indicated above, 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.

Note: Once given, your agreement may not be revoked.