

Company Number: **06434091**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
UTILYX ASSET MANAGEMENT LIMITED

(the “**Company**”)

Circulated on 20th March 2023 (the “**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the directors of the Company propose that the following resolution be passed as a special resolution (the “**Resolution**”):

SPECIAL RESOLUTION

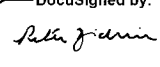
1. "THAT, pursuant to section 641(1)(a) of the Act, the capital of the Company be reduced from £69,674,155 to £1 by:
 - (a) cancelling and extinguishing the entire share premium account in the amount of £57,274,314; and
 - (b) reducing the nominal value of 12,399,841 ordinary shares with a nominal value of £1 each to 12,399,841 ordinary shares with a nominal value of £0.0000001 each.

(together, the “**Capital Reduction**”) and that £69,674,154 arising upon the Capital Reduction be credited to the Company’s retained earnings.”

AGREEMENT

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

We, the undersigned, being the sole shareholder of the Company, hereby confirm that we have received a copy of the Resolution in accordance with section 291 of the Act and hereby irrevocably agree that the Resolution be passed as a written resolution pursuant to section 288 of the Act and shall take effect as a special resolution.

DocuSigned by:
 Peter Dickinson
.....9153130E17564GC.....

for and on behalf of

Mitie Holdings Limited

(being the sole shareholder of the Ordinary shares in the Company who are entitled to vote)

Dated: 20th March 2023

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolution on the Circulation Date.
2. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. 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.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. Pursuant to section 642 of the Act, the Resolution must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital therefore unless sufficient agreement has been received for the Resolution to be passed within 15 days after the date of the solvency statement, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period.