

Company No. 14972051

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

AQUILA MIDCO 2 LIMITED

(the "Company")

Circulation Date: 4 October 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions (the "**Resolutions**") are passed in the case of Resolutions 1 and 2 as special resolutions, and in the case of Resolutions 3 and 4 as ordinary resolutions:

SPECIAL RESOLUTIONS

1. **THAT**, pursuant to section 21(1) of the Act, the articles of association appended to these written resolutions (the "**New Articles**") and for the purposes of identification signed by the Chair, be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
2. **THAT** the Directors be and are hereby empowered, in accordance with section 570 of the Act, to allot equity securities (as defined in sub-section (1) of section 560 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 551 of the Act) by Resolution 4 below, up to a maximum nominal value of £452,389.71 (exclusive of the ordinary shares already in issue which are to be subdivided pursuant to the passing of Resolution 3 below), as if sub-section (1) of section 561 of the Act did not apply to any such allotment.

ORDINARY RESOLUTIONS


3. **THAT**, the 2 ordinary shares of £1.00 each in the capital of the Company be and are hereby subdivided into 20,000 ordinary shares of £0.0001 each (the "**Ordinary Shares**").
4. **THAT**, subject to the passing of Resolutions 1, 2 and 3 above, the issued share capital of the Company be increased by the creation, allotment and issue of up to 4,523,897,075 Ordinary Shares of £0.0001 each, such shares having the rights and being subject to the conditions set out in the New Articles to be adopted by Resolution 1 above and **THAT** for the purposes of section 551 of the Act:
 - 4.1 the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot or to grant rights to subscribe for or to convert any security in the Ordinary Shares, up to a maximum nominal amount of £452,389.71 (exclusive of the ordinary shares already in issue which are to be

subdivided pursuant to the passing of Resolution 3 above) to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this Resolution; and

- 4.2** the Company be and is hereby authorised to make, prior to the expiry of such period, any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot any such shares and grant any such subscription and conversion rights referred to in 4.1 above in pursuance of any such offer or agreement, notwithstanding the expiry of the authority given by this Resolution in accordance with the provisions of section 551(7)(b) of the Act,

so that all previous authorities of the Directors pursuant to the said section 551 of the Act be and are hereby revoked.

We, the undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

DocuSigned by:

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For and on behalf of
Aquila Midco 1 Limited
Date: 4 October 2023

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.
- 2.** IF WITHIN 28 DAYS FOLLOWING THE CIRCULATION DATE, SUFFICIENT AGREEMENT HAS NOT BEEN RECEIVED IN ORDER TO PASS THE RESOLUTIONS, THE RESOLUTIONS WILL LAPSE. IF YOU AGREE TO THE RESOLUTIONS, PLEASE ENSURE THAT YOUR AGREEMENT REACHES THE COMPANY ON OR BEFORE THIS DATE.
- 3.** IN THE CASE OF JOINT HOLDERS, THE VOTE OF THE FIRST-NAMED IN THE REGISTER OF MEMBERS OF THE COMPANY, WHETHER IN PERSON OR BY PROXY, WILL BE ACCEPTED TO THE EXCLUSION OF THAT OF THE OTHER JOINT HOLDERS.
- 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.

Company No. 14972051

RECORD OF WRITTEN RESOLUTION

AQUILA MIDCO 2 LIMITED

(the "Company")

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting.

It is recorded that:

1. The written resolutions (the "**resolutions**"), a copy of which are attached, were passed by or on behalf of the members of the Company who, at the date of the circulation of the resolutions, were entitled to attend and vote at a General Meeting of the Company.
2. The resolutions were signed by or on behalf of the last member on 4 October 2023

DocuSigned by:

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Director

Company No. 14972051

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTIONS

of

AQUILA MIDCO 2 LIMITED

(the "Company")

(Effective 4 October 2023)

The following resolutions were duly agreed to by the members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 in the case of Resolutions 1 and 2 as special resolutions, and in the case of Resolutions 3 and 4 as ordinary resolutions with effect from 4 October 2023.

SPECIAL RESOLUTIONS

1. **THAT**, pursuant to section 21(1) of the Act, the articles of association appended to these written resolutions (the "**New Articles**") and for the purposes of identification signed by the Chair, be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
2. **THAT** the Directors be and are hereby empowered, in accordance with section 570 of the Act, to allot equity securities (as defined in sub-section (1) of section 560 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 551 of the Act) by Resolution 4 below, up to a maximum nominal value of £452,389.71 (exclusive of the ordinary shares already in issue which are to be subdivided pursuant to the passing of Resolution 3 below), as if sub-section (1) of section 561 of the Act did not apply to any such allotment.

ORDINARY RESOLUTIONS

3. **THAT**, all 2 ordinary shares of £1.00 each in the capital of the Company be and are hereby subdivided into 20,000 ordinary shares of £0.0001 each (the "**Ordinary Shares**").
4. **THAT**, subject to the passing of Resolutions 1, 2 and 3 above, the issued share capital of the Company be increased by the creation, allotment and issue of up to 4,523,897,075 Ordinary Shares of £0.0001 each, such shares having the rights and being subject to the conditions set out in the New Articles to be adopted by Resolution 1 above and **THAT** for the purposes of section 551 of the Act:
 - 4.1 the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot or to grant rights to subscribe for or to convert any security in the Ordinary Shares, up to a maximum nominal amount

of £452,389.71 (exclusive of the ordinary shares already in issue which are to be subdivided pursuant to the passing of Resolution 3 above) to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this Resolution; and

- 4.2** the Company be and is hereby authorised to make, prior to the expiry of such period, any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot any such shares and grant any such subscription and conversion rights referred to in 4.1 above in pursuance of any such offer or agreement, notwithstanding the expiry of the authority given by this Resolution in accordance with the provisions of section 551(7)(b) of the Act,

so that all previous authorities of the Directors pursuant to the said section 551 of the Act be and are hereby revoked.

DocuSigned by:

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Chair