

INTERNAL

Company number 04508881

PRIVATE COMPANY LIMITED BY SHARES

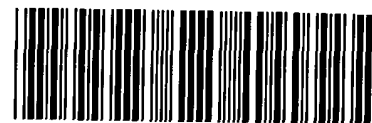
WRITTEN RESOLUTIONS

of

CALENERGY RESOURCES LIMITED (Company)

1 September 2022

TUESDAY



\*ABC63JIX\*

A17

13/09/2022

#140

COMPANIES HOUSE

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolutions 1 to 3 below are passed as ordinary resolutions (together **Ordinary Resolutions**).

#### **ORDINARY RESOLUTIONS**

**1. DISAPPLY A PROVISION IN THE ARTICLES**

THAT, in accordance with article 111, the Company by ordinary resolution disapplies article 109 of the articles of association which would otherwise prevent a director from being counted as participating in the decision-making process in relation to a proposed allotment and issue of ordinary shares in the Company.

**2. REMOVAL OF RESTRICTION ON AUTHORISED SHARE CAPITAL**

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

**3. TO GIVE THE DIRECTORS THE POWERS SET OUT IN SECTION 551 OF THE COMPANIES ACT 2006**

THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £150,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 September 2027 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors already made or offered or agreed to be made pursuant to such authorities.

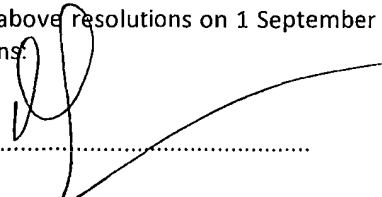
#### **AGREEMENT**

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

INTERNAL

The undersigned, a person entitled to vote on the above resolutions on 1 September 2022, hereby irrevocably agrees to the Ordinary Resolutions:

Signed by Thomas Hugh France  
CalEnergy Gas (Holdings) Limited  
Date

  
.....  
1 September 2022

#### NOTES

1. You can choose to agree to all of the Ordinary Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 Jenny Riley, Lloyds Court, 78 Grey Street, Newcastle upon Tyne, NE1 6AF.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to [jenny.riley@northernpowergrid.com](mailto:jenny.riley@northernpowergrid.com).

If you do not agree to all of 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 by 28 September 2022, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.