

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**THE MARINE LOW CARBON POWER COMPANY LIMITED**

**COMPANY NUMBER 12661415**

**("Company")**

Circulation Date: 24th June 2020

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (the "**Resolutions**").

**SPECIAL RESOLUTION 1**

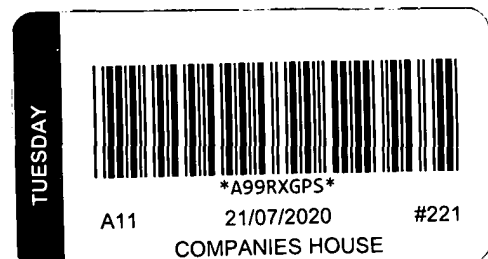
**THAT** the 1 ordinary share of £1.00 in the share capital of the Company held by Independent Power Corporation PLC (company number 03097552) be and is re-designated as 1 A ordinary share of £1.00, such A ordinary share to have the rights and be subject to the restrictions attaching to such shares as set out in the draft new articles of association to be adopted by the Company pursuant to Special Resolution 3 below.

**SPECIAL RESOLUTION 2**

**THAT** the 1 ordinary share of £1.00 in the share capital of the Company held by Oil Gas & Marine Limited (company number 09585157) be and is re-designated as 1 B ordinary share of £1.00, such B ordinary share to have the rights and be subject to the restrictions attaching to such shares as set out in the draft new articles of association to be adopted by the Company pursuant to Special Resolution 3 below.

**SPECIAL RESOLUTION 3**

**THAT** subject to the passing of Special Resolutions 1 and 2 (inclusive) above, the draft articles of association attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.



## AGREEMENT

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

The undersigned, being eligible members of the Company entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions as special resolutions:

Signed by

**For and on behalf of Oil Gas and Marine  
Limited**

.....  
Name

.....  
Signature

.....  
Date

Signed by

**For and on behalf of The Independent Power  
Corporation PLC**

PETER R.S. EARL  
.....  
Name

P.R.S. Earl  
.....  
Signature

.....  
Date 24 June 2020

## NOTES

1. If you agree with 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 or post:** delivering the signed copy to:

The Directors (Ref: RES MLCP)

**MARINE LOW CARBON POWER LIMITED**

c/o Independent Power Corporation PLC

15<sup>th</sup> Floor, Millbank Tower

21-24 Millbank

London

SW1P 4QP

- **Email:** by attaching a scanned copy of the signed document to an email and sending it to [slaker@indpow.co.uk](mailto:slaker@indpow.co.uk)

If you do not agree to 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 days beginning with the date on which the Resolutions are circulated 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.

4. 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.

5. 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.

## AGREEMENT

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

The undersigned, being eligible members of the Company entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions as special resolutions:

Signed by

**For and on behalf of Oil Gas and Marine  
Limited**

.....  
Name

.....  
Signature

.....  
Date

Signed by

**For and on behalf of The Independent Power  
Corporation PLC**

PETER R.S. EARL  
.....  
Name

P.R.S. Earl  
.....  
Signature

.....  
Date 24 June 2020

## AGREEMENT

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

The undersigned, being eligible members of the Company entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions as special resolutions:

Signed by  
For and on behalf of Oil Gas and Marine  
Limited

.....  
Name **MARK ALFRED FREELE**  
.....  
Signature  
.....  
Date 24 June 2020

Signed by  
For and on behalf of The Independent Power  
Corporation PLC

.....  
Name  
.....  
Signature  
.....  
Date