

Company Number: 00245626

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**WRITTEN SPECIAL RESOLUTION**

of

**MORRISON ENERGY SERVICES (TRANSMISSION NETWORKS) LIMITED**  
(the Company)

(Circulation Date 20 April 2022)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the **Directors**) hereby propose the following written resolutions be passed as special resolutions:

**SPECIAL RESOLUTIONS**

1. **THAT** the articles of association of the Company be amended by inserting a new article 6.4 as follows:

*“6.4 Notwithstanding anything to the contrary in these articles:*

*6.4.1 the directors shall not refuse to register or delay in registering any transfer of any share; and*

*6.4.2 no holder of shares will have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise,*

*where such transfer is:*

*6.4.3 to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee or delegate of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or*

*6.4.4 delivered to the Company for registration by a Secured Institution or its nominee or delegate in order to perfect its security over the shares; or*

*6.4.5 executed by a Secured Institution or its nominee or delegate pursuant to a power of sale or other power existing under such security,*

*and the directors shall forthwith upon receipt register any such transfer of shares.”*

2. **THAT** all such acts, executions, deliveries, filings and payments taken or made at any time in connection with the transactions contemplated by the foregoing resolutions hereby are approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company as if specifically set out in these resolutions and that any of the directors of the Company or the Secretary of the Company, acting jointly or individually, be and is hereby granted authority to take any and all of the actions which they are authorised to so take pursuant to the text of these resolutions.

3. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association

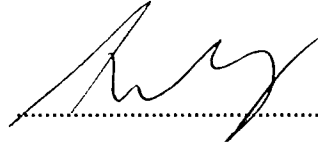
## AGREEMENT

**PLEASE READ THE NOTES AT THE END OF THIS DOCUMENT BEFORE SIGNIFYING YOUR AGREEMENT TO THE SPECIAL RESOLUTIONS.**

The undersigned, a person entitled to vote on the resolutions on 20 April 2022, hereby irrevocably agrees to the resolutions:

Signed for and on behalf of

**MGS ENERGY LIMITED**

A handwritten signature in black ink, appearing to read 'Andrew Robert Findlay', written over a dotted line.

Name: ANDREW ROBERT FINDLAY

Date

20 April 2022

## NOTES

1. The circulation date of these resolutions is 20 April 2022. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. You can choose to agree to all of the 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 the signed copy to the Company at its registered office.
3. 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.
4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
5. Unless, by the date that is 28 days from the date of circulation of the resolutions or such period as is specified in the Company's articles of association, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.