

Company No. 01589961
Private company limited by shares

WRITTEN RESOLUTION

OF

RENEWABLE ENERGY SYSTEMS LIMITED (the Company)

Circulated on 25th June 2021 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed by the directors that the resolution below is passed as an ordinary resolution.

ORDINARY RESOLUTION

1 THAT:

- (a) each of RES UK & Ireland Limited (Company No. 04913493) (**RUKI**), Renewable Energy Centre Limited (Company No. 03136058) (**REC**) and Sarcon (No. 999) Limited (**SARCON**), and together with RUKI and REC, the **Relevant Subsidiaries**), each of which are the wholly owned subsidiary of the Company, take an audit exemption for the financial year ending 31 October 2020 and 31 August 2020 (the **Relevant Financial Year**) pursuant to section 479A of the Companies Act 2006 (the **CA 2006**) (the **S.479A Audit Exemptions**) and tend to all relevant formalities in connection with such S.479A Audit Exemptions;
- (b) without prejudice to the generality of the foregoing, the execution and delivery by the Company of: (i) a form of written resolution of RUKI, providing (among other things) the requisite agreement of the Company, as the sole member of RUKI, to RUKI taking its proposed S.479A Audit Exemption (the **RUKI Sole Member's Agreement**); (ii) a form of written resolution of REC, providing (among other things) the requisite agreement of the Company, as the sole member of REC, to REC taking its proposed S.479A Audit Exemption and (iii) a form of written resolution of SARCON, providing (among other things) the requisite agreement of the Company, as the sole member of SARCON, to SARCON taking its proposed S.479A Audit Exemption (the **REC Sole Member's Agreement**, the **SARCON Sole Member's Agreement** and together with the RUKI Sole Member's Agreement, the **Relevant Sole Member's Agreements**);
- (c) the performance by the Company of its obligations (if any) under the Relevant Sole Member's Agreements and in respect of the other formalities required in respect of the S.479A Audit Exemptions,

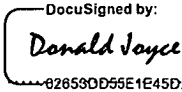
be and is hereby agreed and approved.

AGREEMENT

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



The undersigned, a person entitled to vote on the above resolution on the date on which this resolution is circulated, hereby irrevocably agrees to the ordinary resolution:

Signature  02853DD55E1E45D.....

Name Donald Joyce

Duly authorised for and on behalf of

Renewable Energy Systems Holdings Limited (Company number 04913497)

Date of signature: 25 June 2021 | 15:05 BST

NOTES FOR MEMBER(S)

1. You can choose to agree to the Resolution or not but you cannot agree to only some of the Resolution. 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 using one of the following methods:
 - **By Hand:** delivering the signed copy to Dominic Hearth, Alex Kirk, Kirti Argent or Rachael Birkwood at Beaufort Court, Egg Farm Lane, Kings Langley, Hertfordshire, WD4 8LR.
 - **Post:** returning the signed copy by post to Dominic Hearth, Alex Kirk, Kirti Argent or Rachael Birkwood at the above address.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to dominic.hearth@res-group.com, alex.kirk@res-group.com, kirti.argent@res-group.com or rachael.birkwood@res-group.com.
2. If you do not agree to the Resolution, you do not need to do anything as you will not be deemed to agree if you fail to reply.
3. Your agreement is irrevocable which means that once you have indicated your agreement to the Resolution, you may not change your mind.
4. Unless, within 28 days of the circulation date of this written resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
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.

Company No: 01589961

Renewable Energy Systems Limited

Minutes of a meeting of the board of directors of Renewable Energy Systems Limited (Company Number: 01589961) (the **Company**) duly convened and held via Microsoft Teams Call

On 25th June 2021 at 11:00 a.m.

Present : Richard Russell (Chair)
Rachel Ruffle

In Attendance: Rachael Birkwood
Kirti Argent

1 Opening

- 1.1 It was noted that proper notice of the meeting had been given, that the meeting had been properly convened and that a quorum was present in accordance with the articles of association of the Company (the **Articles**). Accordingly, the Chair declared the meeting open.

2 Business of the Meeting

- 2.1 It was noted that the Company is the immediate parent undertaking (and sole member) of each of RES UK & Ireland Limited (Company No. 04913493) (**RUKI**), Renewable Energy Centre Limited (Company No. 03136058) (**REC**), Sarcon (No. 999) Limited (Company No. NI654703) (**SARCON**) (and together with RUKI, the **Relevant Subsidiaries**) and is a wholly owned subsidiary of Renewable Energy Systems Holdings Limited (Company No. 04913497) (**RES Holdings**, or the **Relevant Parent**), being the relevant company in the Company's group of companies (the **RES Group**) that prepares consolidated group accounts, which include relevant details of the Company and the Relevant Subsidiaries.
- 2.2 The Chair explained that the purpose of the meeting was to consider, and if thought fit, approve certain matters in respect of each of the Relevant Subsidiaries taking a relevant audit exemption for the financial year ending 31 October 2020 (31 August 2020) for SARCON) (the **Relevant Financial Year**) pursuant to section 479A of the Companies Act 2006 (the **CA 2006**) (the **Proposed Audit Exemptions**) and to tend to certain important formalities in connection with such Proposed Audit Exemptions.

3 Directors' interests

- 3.1 The Chair reminded the directors present at the meeting of their statutory duties under sections 171 to 177 of the CA 2006, and, in particular, the duties to promote the success of the Company under section 172 CA 2006, to avoid situations in which they have or can have a conflict or possible conflict with the company's interests under section 175 CA 2006 (**Situational Conflicts**) and to declare direct or indirect interests in proposed (section 177 CA 2006) or existing (section 182 CA 2006) transactions or arrangements with the Company (**Transactional Conflicts**).
- 3.2 In particular, it was noted that Rachel Ruffle and Chris Marsh were interested in the proposed transaction by virtue of being directors of the Relevant Parent, and they accordingly declared the

nature and extent of their interests in accordance with section 177 of the Act, and such interests were duly noted.

- 3.3 It was noted that pursuant to the Articles, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.
- 3.4 The directors were reminded of their obligation to make a further declaration in the event that the above declaration proved to be, or became, inaccurate or incomplete as contemplated by section 177(3) of the Act.
- 3.5 Each other director present confirmed that he or she was not aware of any Situational Conflict or Transactional Conflict in relation to the proposed transactions to be considered at the meeting that for the purposes of the CA 2006 require authorisation or are otherwise required to be declared pursuant to CA 2006 or the Articles.

4 Proposed Audit Exemption Documents

- 4.1 The following documents relating to the Proposed Audit Exemption were produced to the meeting:
 - 4.1.1 in respect of RUKI, a duly completed Companies House Form AA06 (*Statement of guarantee by a parent undertaking of a subsidiary company*), duly executed by a director on behalf of RUKI and by a director on behalf of the Relevant Parent, under which the Relevant Parent provides a statement of guarantee of all outstanding liabilities of RUKI for the Relevant Financial Year in accordance with section 479C of the CA 2006 (the **RUKI Statement of Guarantee**);
 - 4.1.2 in respect of REC, a duly completed Companies House Form AA06 (*Statement of guarantee by a parent undertaking of a subsidiary company*), duly executed by a director on behalf of REC and by a director on behalf of the Relevant Parent, under which the Relevant Parent provides a statement of guarantee of all outstanding liabilities of REC for the Relevant Financial Year in accordance with section 479C of the CA 2006 (the **REC Statement of Guarantee**);
 - 4.1.3 in respect of SARCON, a duly completed Companies House Form AA06 (*Statement of guarantee by a parent undertaking of a subsidiary company*), duly executed by a director on behalf of REC and by a director on behalf of the Relevant Parent, under which the Relevant Parent provides a statement of guarantee of all outstanding liabilities of REC for the Relevant Financial Year in accordance with section 479C of the CA 2006 (the **SARCON Statement of Guarantee**);
 - 4.1.4 in respect of RUKI, a proposed form of written resolution of RUKI, to be executed by a director on behalf of Company (being RUKI's sole member as at the date of the meeting), providing (among other things) the requisite agreement of the Company, as the sole member of RUKI, to RUKI taking its Proposed Audit Exemption (the **RUKI Sole Member's Agreement**); and
 - 4.1.5 in respect of REC, a proposed form of written resolution of REC, to be executed by a director on behalf of Company (being REC's sole member as at the date of the meeting), providing (among other things) the requisite agreement of the Company, as the sole member of REC, to REC taking its Proposed Audit Exemption (the **REC Sole Member's Agreement**),
 - 4.1.6 in respect of SARCON, a proposed form of written resolution of SARCON, to be executed by a director on behalf of Company (being SARCON's sole member as at the date of the meeting), providing (among other things) the requisite agreement of the Company, as the sole member of SARCON, to SARCON taking its Proposed Audit Exemption (the **SARCON Sole Member's Agreement**),

(each a **Document** and together the **Documents**).

5 Consideration

5.1 Each of the Proposed Audit Exemptions and the Documents were duly and carefully considered, having regard to their terms and all such other factors as the directors considered relevant (including consideration of the matters referred to in section 172 CA 2006).

5.2 The directors gave due and careful consideration to whether entry by the Company (and the Relevant Subsidiaries) into the Proposed Audit Exemptions and the relevant Documents was to the commercial benefit of and in the best interests of the Company and would promote the success of the Company for the benefit of its members as a whole.

5.3 In particular:

5.3.1 it was noted and reported that each of the Relevant Subsidiaries met the exemption criteria set out in section 479A(1) of the CA 2006 but that the Proposed Audit Exemptions were conditional upon compliance with all of the following conditions:

- (a) all members of the Relevant Subsidiaries (so, in the case of the Relevant Subsidiaries, the Company as their respective sole member) must agree to each of the Proposed Audit Exemptions in respect of the financial year in question (namely the Relevant Financial Year);
- (b) the Relevant Parent must give a guarantee under section 479C of the CA 2006 in respect of that year (namely the Relevant Financial Year) for the Relevant Subsidiaries;
 - (i) a written notice of agreement of the members referred to in section 479A(2)(a) of the CA 2006 (so, in the case of the RUKI, the RUKI Sole Member's Agreement, in the case of REC, the REC Sole Member's Agreement and in the case of the SARCON, the SARCON Sole Member's Agreement);
 - (ii) in the case of RUKI, the RUKI Statement of Guarantee referred to in section 479C(1) of the CA 2006;
 - (iii) in the case of REC, the REC Statement of Guarantee referred to in section 479C(1) of the CA 2006;
 - (iv) in the case of SARCON, the SARCON Statement of Guarantee referred to in section 479C(1) of the CA 2006;
 - (v) a copy of the Relevant Parent's consolidated accounts referred to in section 479A(2)(c) of the CA 2006;
 - (vi) a copy of the auditor's report on those Relevant Parent consolidated accounts; and
 - (vii) a copy of the consolidated annual report drawn up by the Relevant Parent.]

5.3.2 the meeting considered the RUKI Statement of Guarantee, the REC Statement of Guarantee and the SARCON Statement of Guarantee and it was noted that such Documents satisfied the requirements of section 479C(2) of the CA 2006;

5.3.3 the meeting considered the proposed form of RUKI Sole Member's Agreement and it was noted that it satisfied the requirements of section 479A(2)(a) of the CA 2006, and that it was proposed that such Document accordingly be approved for signing by a director of Company in its capacity as RUKI's sole member;

5.3.4 the meeting considered the proposed form of REC Sole Member's Agreement and it was noted that it satisfied the requirements of section 479A(2)(a) of the CA 2006, and that

it was proposed that such Document accordingly be approved for signing by a director of Company in its capacity as REC's sole member; and

- 5.3.5 the meeting considered the proposed form of SARCON Sole Member's Agreement and it was noted that it satisfied the requirements of section 479A(2)(a) of the CA 2006, and that it was proposed that such Document accordingly be approved for signing by a director of Company in its capacity as REC's sole member.

6 Resolutions

- 6.1 After due and careful consideration of all matters set out in paragraphs 2, 3, 4 and 5 above, the directors considered that (having had regard to the six factors listed in section 172 of the 2006 Act) the approval of RES Holdings, the Company's sole member, be requested to approve the entry by the Company into the RUKI Sole Member's Agreement, the REC Sole Member's Agreement and Agreement and the SARCON Sole Member's Agreement (together, the **Relevant Sole Member's Agreements**).
- 6.2 There was produced to the meeting a form of written resolution of the sole member of the Company to approve the entry by the Company into the Relevant Sole Member's Agreements (the **Written Resolution**).
- 6.3 It was resolved to:
- 6.3.1 approve the Written Resolution in the form produced to the meeting; and
- 6.3.2 send it to the sole member of the Company.
- 6.4 The meeting was adjourned so that the Written Resolution could be circulated.
- 6.5 The meeting reconvened and the Chairman reported that the Written Resolution had been passed as an ordinary resolution.
- 6.6 After due and careful consideration of the Documents, the Written Resolution and the matters referred to in paragraph 5 above, IT WAS RESOLVED that:
- 6.6.1 adopting the Proposed Audit Exemptions would be in the best commercial interests of the Company (and each of the Relevant Subsidiaries) and entry by the Company into the relevant Documents would promote the success of the Company (and each of the Relevant Subsidiaries) for the benefit of its members as a whole;
- 6.6.2 the terms of the RUKI Sole Member's Agreement be and are approved and that the Company execute such RUKI Sole Member's Agreement;
- 6.6.3 the terms of the REC Sole Member's Agreement be and are approved and that the Company execute such REC Sole Member's Agreement;
- 6.6.4 the terms of the SARCON Sole Member's Agreement be and are approved and that the Company execute such REC Sole Member's Agreement;
- 6.6.5 any one director and, in the case of any Document requiring execution as a deed, any two directors or any director in the presence of a witness (who attests the signature), be and is hereby authorised to execute or sign each of the RUKI Sole Member's Agreement, the REC Sole Member's Agreement and the SARCON Sole Member's Agreement for and on behalf of the Company in the form produced to the meeting (subject to such amendments, modifications, variations and alterations as such person or persons may consider fit) and to do all such acts and things and agree, execute and deliver on behalf of the Company all such documents as he or she may consider necessary or appropriate under or in connection with the Proposed Audit Exemptions and/or the Documents;
- 6.6.6 all prior actions taken by the Company and its directors in connection with the foregoing resolutions or with the Proposed Audit Exemptions and/or the Documents, including

without limitation the entry into and performance of any documents, requests, notices, certificates and agreements be and are hereby ratified and approved in all respects; and

- 6.6.7 the execution of the Documents and/or any notice, communication or other document referred to above by any person authorised to execute them will be conclusive evidence of the due authorisation by the Company of the execution of the Documents, notice, communication or other document.

7 Filing


7.1 The Chair instructed the company secretary to:

- 7.1.1 make all necessary and appropriate entries in the books and registers of the Company;
- 7.1.2 following its execution, deliver to the company secretary of RUKI a copy of the RUKI Sole Member's Agreement, duly executed and dated by the Company, among other things for the purposes of RUKI thereby being in a position to deliver to the Register of Companies, on or before the date on which RUKI files the accounts for the Relevant Financial Year, a copy of such RUKI Sole Member's Agreement (together with the RUKI Statement of Guarantee and other relevant deliverables) in accordance with the CA 2006;
- 7.1.3 following its execution, deliver to the company secretary of REC a copy of the REC Sole Member's Agreement, duly executed and dated by the Company, among other things for the purposes of REC thereby being in a position to deliver to the Register of Companies, on or before the date on which REC files the accounts for the Relevant Financial Year, a copy of such REC Sole Member's Agreement (together with the REC Statement of Guarantee and other relevant deliverables) in accordance with the CA 2006;
- following its execution, deliver to the company secretary of SARCON a copy of the SARCON Sole Member's Agreement, duly executed and dated by the Company, among other things for the purposes of SARCON thereby being in a position to deliver to the Register of Companies, on or before the date on which SARCON files the accounts for the Relevant Financial Year, a copy of such SARCON Sole Member's Agreement (together with the SARCON Statement of Guarantee and other relevant deliverables) in accordance with the CA 2006;
- 7.1.4 if required under the CA 2006, deliver to the Register of Companies a copy of the Written Resolution for filing.

- 7.2 It was noted that a copy of these minutes will be kept by the Company for 10 years from the date of this meeting in accordance with the CA 2006.

8 Close

There being no further business, the Chair then declared the meeting closed.

DocuSigned by:

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Chair