

NOTICE OF SPECIAL RESOLUTION

Number of Company: 4998277

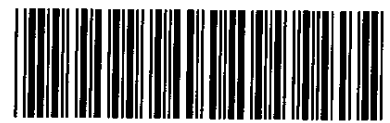
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
BOWMAN POWER GROUP LIMITED

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Passed 28 July 2020

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SATURDAY



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01/08/2020

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COMPANIES HOUSE

By written shareholders' resolutions dated 28 July 2020 made in accordance with Section 288 Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date and time of circulating the resolutions, were entitled to vote on the resolutions, the following **RESOLUTIONS** were passed as Special Resolutions:

That:-

1. "That the Articles of Association of the Company be amended with immediate effect as follows:
 - a. That the definition "Longstop Date" be amended from 24 September 2020 to 24 July 2020; and
 - b. The definition of "Conversion Date" be amended to read
"Conversion Date" means, in each case of a Conversion Event comprising a Relevant Fund Raise or an Exit, the date of completion of such Conversion Event, or, in the case of a Longstop Conversion, the date falling 10 Business Days after the Longstop Fair Value has been agreed or determined or such other date after such agreement or determination as the directors shall reasonably decide."
2. THAT, in accordance with section 618 of the Companies Act 2006 ("CA2006"),
 - a. the 80,627,061 Ordinary shares of £0.10 each in the issued share capital of the Company be sub-divided into 8,062,706,100 Ordinary shares of £0.001 each; and
 - b. the 892,906,943 A Ordinary shares of £0.01 each in the issued share capital of the Company be sub-divided into 8,929,069,430 A Ordinary shares of £0.001 eachsuch shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing Ordinary shares and A Ordinary Shares (as applicable) in the capital of the Company as set out in the Company's articles of association for the time being.
3. It being noted that pursuant to Sections 642 to 644 CA2006 the company wished to reduce its share capital and the directors had prepared and signed a solvency statement as required under

Section 643 of CA2006 together with a memorandum of capital as required under Section 644 CA2006 (as amended) copies of which are attached to and form part of this resolution, that

a. Reduction of Number of Shares

The capital of the Company be **reduced from £18,296,801.62** divided into

- i. 8,062,706,100 Ordinary Shares of £0.001 each;
- ii. 8,929,069,430 A Ordinary Shares of £0.001 each;
- iii. 1,304,429,818 B Ordinary Shares of £0.001 each; and
- iv. 5,962,703,680 C Ordinary Shares of £0.0000001 each

(which have been issued and are fully paid up) **to £2,278,560.09** divided into

- v. 80,627,061 Ordinary Shares of £0.001 each;
- vi. 892,906,943 A Ordinary Shares of £0.001 each;
- vii. 1,304,429,818 B Ordinary Shares of £0.001 each; and
- viii. 5,962,703,680 C Ordinary Shares of £0.0000001 each

by cancelling and extinguishing the following shares registered in the following names

Shareholder	Ordinary Shares cancelled	A Ordinary Shares Cancelled
Ombu	1,232,556,930	2,606,190,264
MGL	2,277,807,048	1,961,481,006
Fjord Clean Energy Fund One L.P.	1,659,788,262	561,466,710
Ivory Bowman Co Investment Limited	156,485,340	722,157,039
Bard Worldwide Holdings Limited	42,776,910	279,171,378
Mangrove Associates Inc.	534,011,544	408,802,779
Outland Holdings Inc.	380,219,103	291,060,765
Saxall Holdings Inc.	172,080,315	131,716,215
Ethel Point Limited Partnership	-	168,024,312
I2BF Global Investments Ltd	533,188,161	300,606,642
Mike Buxton	142,990,551	111,333,906
Lars McBride	31,434,381	65,094,039
Tony Davies	200,109,492	91,077,795
Michael Alen-Buckley	71,775,000	56,995,272
PH Nominees Limited - Designation: PECLT	24,750,000	19,654,434
Ken Vowles	93,820,518	74,504,142
Peter Ward	40,964,913	24,684,174
Toby King	52,489,305	76,628,511
Mark King	1,498,563	18,847,269
Nigel Candelot	12,386,385	6,984,810
Nigel Hamway	202,255,812	-
Carmunnock Holdings Limited	27,163,323	13,289,508

Shawne Lake Enterprise Limited	34,907,697	11,700,000
Phillip Richards	12,375,000	11,898,468
The Thomas Black 1972 Settlement	15,422,319	8,694,522
Black and Blum Ltd Directors Scheme	10,281,645	5,796,405
Ross Graham	2,468,169	1,391,832
Damien Lane	8,555,481	2,894,787
John Bourne	5,239,872	2,955,024
Norman Duke	1,287,000	725,607
Susan Jane Dawes	990,000	334,872
Total Cancelled	7,982,079,039	8,036,162,487

and the amount by which the share capital is so reduced be credited to a reserve.

And then that:

b. Reduction of Nominal Value

"the issued share capital of the Company be reduced from **£2,278,560.09** to **£182,284.81** by cancelling and extinguishing capital

- i. to the extent of £0.00092 on each issued fully paid up Ordinary, A Ordinary and B Ordinary share of £0.001 each in the Company thereby reducing the nominal value of each issued fully paid up Ordinary, A Ordinary and B Ordinary share from £0.001 to £0.00008; and
- ii. cancelling and extinguishing capital to the extent of £0.000000092 on each issued fully paid up C Ordinary share of £0.0000001 each in the Company thereby reducing the nominal value of each issued fully paid up C Ordinary share from £0.0000001 to £0.00000008

and the amount by which the share capital is so reduced be credited to a reserve

And

c. Reduction of Share Premium Account

THAT the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a reserve."

Signature:)

Paul Dowman-Tucker, Director