

The Companies Acts 1985 to 2006

Company limited by shares

Written Resolutions

- of -

NAKED ENERGY LIMITED

On 17 March 2022 the following resolutions were duly passed in accordance with sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

Special resolution

1. THAT, for the purposes of and in accordance with clause 7.1 of the amendment and restated shareholders' agreement relating to the Company dated 18 November 2019 (**ARIA**) and article 30 of the Company's articles of association (**Articles**), and for all other purposes whatsoever, the pre-emption rights set out in clause 7.1 of the ARIA and article 30 of the Articles be dis-applied in respect of the issue of convertible loan notes (with a par value of £1 each) constituted by the Company, up to an aggregate value of £4,000,000 (the **Loan Notes**) and that the issue of such Loan Notes be authorised.

Ordinary resolution

2. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to allot and issue shares in the capital of the Company, or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**), up to an aggregate nominal amount of £83.83.

The authority conferred by this resolution shall expire on the date which is 5 years from the date on which this resolution is passed, but the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry date, and the directors of the Company may allot shares or grant Rights in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

This authority replaces all previous authorities conferred on the directors section 551 of the Companies Act 2006.



Director