

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
CASCADE HYDRO LIMITED (the “Company”)
(COMPANY NUMBER 07640689)

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Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions 1, 2 and are passed as an ordinary resolutions and resolutions 3 and 4 are passed as a special resolution (the “**Resolutions**”).

1. ORDINARY RESOLUTION 1 AUTHORITY TO ALLOT

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company (the “**Directors**”) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £2,500,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the later of 15 months from the date Resolution 1 is passed or the conclusion of the Company’s next annual general meeting. This authority revokes and replaces all unexercised authorities previously granted to the Directors.

2. ORDINARY RESOLUTION 2 TO AUTHORISE THE CREATION OF A NEW CLASS OF SHARES

THAT a new class of shares be created as preference shares of £1.00 each in the capital of the Company carrying the following rights:

- (i) the holder has the right to receive an annual dividend equivalent to 2 per cent. of the capital paid up on each share;
- (ii) the holder has no right to vote at general meetings unless the preference share dividend has not been paid when due;
- (iii) on a winding up of the Company, the holder is entitled to receive capital and unpaid dividend ahead of any payment to ordinary shareholders.

3. SPECIAL RESOLUTION 3 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT (subject to passing Resolutions 1) and in accordance with section 570 of the Companies Act 2006. The Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 1 as if section 561 (i) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:



2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £2,500,000; and

2.2 (unless previously revoked or varied or extended by the Company in general meeting) expire on the next Annual General Meeting of the Company after the passing of this resolution, or if earlier, on the date falling 15 months from the date of passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. all unexercised authorities previously granted to the Directors.

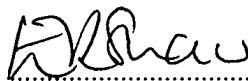
4. SPECIAL RESOLUTION 4 ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, attached to this resolution 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.

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

The undersigned, being persons entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions:

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


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Signature

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Elizabeth R. Shaw

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Date 29th December 2021