

No. 08341688

The Companies Act 2006

Excel District Energy Company Limited

(the **Company**)

Written Resolutions

Unless otherwise defined, terms defined in these written resolutions shall have the same meaning given to them in the minutes of a meeting of the board of directors held on 29 January 2024.

I, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions (of which the resolutions numbered 1 and 2 would otherwise be required to be passed as ordinary resolutions (together the **Ordinary Resolutions**) and the resolution numbered 3 would otherwise be required to be passed as a special resolution (the **Special Resolution**)) by way of written resolution:

ORDINARY RESOLUTIONS

1. **THAT** the Company's entry into the following documents and any ancillary documents thereto, the terms of and the transactions contemplated by such documents and the execution, delivery and performance of such documents are in the best interest of the Company and likely to promote the success of the Company for the benefit of its members as a whole and are hereby approved:
 - (a) the FA/ICA Accession Deed;
 - (b) the Security Accession Deed;
 - (c) the Director's Certificate; and
 - (d) any further documents, deeds, instruments, agreements, powers of attorney, notices, requests, acknowledgements, memoranda, letters, statements or certificates as may be ancillary, necessary, desirable, required or requested in connection with the Facilities Agreement.
2. **THAT** any director of the Company be and he or she is hereby authorised to take any action in connection with the negotiation, execution, delivery and performance of the Accession Documents on behalf of the Company. Such director is hereby authorised to execute the Accession Documents on behalf of the Company subject to such amendments and modifications as the director executing the same may in his/her absolute discretion agree and so that the director's signature of the relevant Accession Document shall be conclusive evidence of the agreement to such amendments or modifications and if any Accession Document or related document agreed by a director needs to be executed as a deed, that it be executed under the common seal of the Company or executed as a deed in accordance with the Company's articles of association and section 44 Companies Act 2006.



SPECIAL RESOLUTION

3. **THAT** the articles of association attached to these written resolutions be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Agreement:

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

The undersigned, a person entitled to vote on the above resolutions on 29 January 2024 hereby irrevocably agrees to the Ordinary Resolutions and Special Resolution.

DocuSigned by:
Richard Burrell
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Richard Burrell

**for and on behalf of
Bring Energy Services Limited**

Date: 29 January 2024