

**WRITTEN RESOLUTIONS  
OF  
DAISY ENERGY SUPPLY LIMITED  
(the "Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (each a "Resolution" and together the "Resolutions"). The Resolutions are first circulated to the members of the Company on ~~28 March~~ 2019 (the "Circulation Date").

**SPECIAL RESOLUTIONS**

FRIDAY



RM \*R847909T\* #45  
26/04/2019  
COMPANIES HOUSE

**1. Authority to allot**

That, in accordance with section 551 of the Companies Act 2006 the directors be generally and unconditionally authorised to create and allot 90 A Ordinary Shares of £0.01 each, 50 B Ordinary Shares of £0.01 each, 24 C Ordinary Shares of £0.01 each, 16 D Ordinary Shares of £0.01 each, 10 E Ordinary Shares of £0.01 each and 10 F Ordinary Shares of £0.01 each in the share capital of the Company up to an aggregate nominal amount of £2.00 provided that this authority shall unless renewed, varied or revoked by the Company expire within 12 months of the Circulation Date. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006.

**2. Disapplication of pre-emption rights**

That, 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 Companies Act 2006) pursuant to the authority conferred by resolution 1 above, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment provided that the power shall be limited to the allotment of securities up to an aggregate nominal amount of £2.00 and expire within 12 months from the Circulation Date.

**3. Amendment of the Articles of Association**

- 3.1 THAT the articles of association of the Company be amended by adding the following new article 54:

**54. Shares Rights**

54.1 The following definitions shall apply in this clause 54:

"EV" means the value of the entire issued share capital of the Company as determined by the accountants from time to time or the amount received on a sale of the entire issued share capital of the Company to a third party on an arms length basis.

"New Shares" means the aggregate of the A Ordinary Shares of £0.01 each, B Ordinary Shares of £0.01 each, C Ordinary Shares of £0.01 each, D Ordinary Shares of £0.01 each, E

Ordinary Shares of £0.01 each and the F Ordinary Shares of £0.01 each in the issued share capital of the Company.

"NS" means the number of New Shares in issue from time to time.

"Ordinary Share Value/OSV" means £3,600,000.

56.2 The issued share capital of the Company consists of the following shares having the following share rights:

Type of share	Voting Rights	Dividend Rights	Capital Rights
Ordinary Shares of £0.01 each	One vote per share	Each share shall have an equal right to receive a dividend on a pari passu basis with all other shares in issue.	The aggregate value of all Ordinary Shares in issue from time to time shall be equal to the Ordinary Share Value and each Ordinary Share in issue shall have a pro rata value.
A Ordinary Shares of £0.01 each	One vote per share	Each A Ordinary Share shall have an equal right to receive a dividend on a pari passu basis with all other A Ordinary Shares in issue.	The value of an A Ordinary Share in issue from time to time shall be equal to the value of the entire issued share capital of the Company less an amount equal to the Ordinary Share Value divided by the number of New Shares in issue from time to time. Refer to formula below:  $1 \text{ A Ordinary Share} = \frac{EV - OSV}{NS}$
B Ordinary Shares of £0.01 each	One vote per share	Each B Ordinary Share shall have an equal right to receive a dividend on a pari passu basis with all other B Ordinary Shares in issue.	The value of a B Ordinary Share in issue from time to time shall be equal to the value of the entire issued share capital of the Company less an amount equal to the Ordinary Share Value divided by the number of New Shares in issue from time to time. Refer to formula below:  $1 \text{ B Ordinary Share} = \frac{EV - OSV}{NS}$
C Ordinary Shares of £0.01 each	One vote per share	Each C Ordinary Share shall have an equal right to receive a dividend on a pari passu basis with all other C Ordinary Shares in issue.	The value of a C Ordinary Share in issue from time to time shall be equal to the value of the entire issued share capital of the Company less an amount equal to the Ordinary Share Value divided by the number of New Shares in issue from time to time. Refer to formula below:  $1 \text{ C Ordinary Share} = \frac{EV - OSV}{NS}$
D Ordinary Shares of £0.01 each	One vote per share	Each D Ordinary Share shall have an equal right to receive a dividend on a pari passu basis with all other D Ordinary Shares in issue.	The value of a D Ordinary Share in issue from time to time shall be equal to the value of the entire issued share capital of the Company less an amount equal to the

			<p>Ordinary Share Value divided by the number of New Shares in issue from time to time. Refer to formula below:</p> $1 \text{ D Ordinary Share} = \frac{EV - OSV}{NS}$
E Ordinary Shares of £0.01 each	One vote per share	Each E Ordinary Share shall have an equal right to receive a dividend on a pari passu basis with all other E Ordinary Shares in issue.	<p>The value of an E Ordinary Share in issue from time to time shall be equal to the value of the entire issued share capital of the Company less an amount equal to the Ordinary Share Value divided by the number of New Shares in issue from time to time. Refer to formula below:</p> $1 \text{ E Ordinary Share} = \frac{EV - OSV}{NS}$
F Ordinary Shares of £0.01 each	One vote per share	Each F Ordinary Share shall have an equal right to receive a dividend on a pari passu basis with all other F Ordinary Shares in issue.	<p>The value of a F Ordinary Share in issue from time to time shall be equal to the value of the entire issued share capital of the Company less an amount equal to the Ordinary Share Value divided by the number of New Shares in issue from time to time. Refer to formula below:</p> $1 \text{ F Ordinary Share} = \frac{EV - OSV}{NS}$

56.3 On a return of capital, the share capital shall be repaid as follows:

- (a) First, the full value of the Ordinary Shares as set out in the table above shall be paid to each of the holders of the Ordinary Shares on a pro rata basis; and
- (b) Second, the values of the New Shares as set out in the table above shall be paid to each of holders of the New Shares on a pro rata basis.

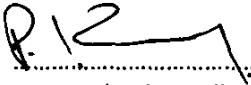
56.4 Any resolution to deal with any of the following matters shall be passed by a special resolution with the consent in writing of the holders of at least 75% of the holders of the Ordinary Shares:

- (a) the alteration of the rights attached to any class of share;
- (b) any attempt to wind up the Company; and
- (c) the creation of new share capital or of a new class of share.

### Agreement

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by   
Peter John Connolly

Date 28.3.19

Signed by   
Annie Harriet Faulder

Date 28.3.19