

GREENERGY GROUP HOLDINGS II LIMITED

Company No. 10495067
(the "**Company**")

**Written resolutions of the Company pursuant to
s.281 and Part 13 of Chapter 2 of the Companies Act 2006 (the "Act")**

Circulation Date: 29 March 2023

In accordance with Part 13 of Chapter 2 of the Act, the directors of the Company propose the following written resolutions which are proposed as a special resolution, in respect of resolution 1, and ordinary resolutions in respect of resolutions 2 and 3 (the "**Resolutions**").

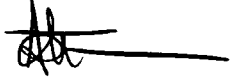
- 1 That, the articles of association set out in the document accompanying this written resolution are adopted as the articles of association of the Company (the "**New Articles**") in substitution for and to the exclusion of the existing articles of association of the Company.
- 2 That, simultaneously with and conditional on the passing of resolution 1 above, a new class of A ordinary of \$0.01 each (the "**A Ordinary Shares**") be and is hereby created, such A Ordinary Shares having the rights and obligations as set out in the New Articles.
- 3 That, conditional on and immediately subsequent to the passing of resolutions 1 and 2 above, the directors be generally and unconditionally authorised pursuant to s. 551 of the Act to exercise all the powers of the Company to allot A Ordinary Shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**") up to an aggregate nominal amount of \$637,396.18 for a period expiring (unless previously revoked, varied or renewed) on 27 March 2024, but the directors may:
 - 3.1.1 before the expiry of that period, make an offer or agreement that would or might require Relevant Securities to be allotted, or rights to subscribe for or convert securities into Relevant Securities to be granted, after this authority expires; and
 - 3.1.2 allot Relevant Securities, or grant rights to subscribe for or convert securities into Relevant Securities, in pursuance of such an offer or agreement as if this authority had not expired.

Agreement to written resolutions

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

[Signature page to follow]

We, the undersigned, being the person entitled on the date set out above to vote on the written resolutions, irrevocably agree to the Resolutions.



.....

Adam Traeger for and on behalf of
Greenergy Halo Holdings Limited

29 March
..... 2023

Date

NOTES

Procedures for signifying agreement

- 1 If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company either by hand, by post to the Company's registered office address, by electronic means or by any other means.

Period for agreeing to written resolutions

- 2 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us during that period. Your agreement will be ineffective if received after that date.