

**Boomerang Energy Limited**

**Written Resolution**

of the Sole Member of the Company

**Circulation Date:** 21/5/ 2020

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 (the "**Resolutions**").

**Special Resolutions**

1. **THAT**, the directors of the Company having on 21/5/ 2020 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced from £1,298,171.64 to £100.00 by cancelling 129,807,164 of the issued Ordinary Shares of £0.01 each in the capital of the Company; and
2. **THAT**, the Company's share premium account be reduced by £128,509,092.36 from £128,518,992.36 to £9,900.00.

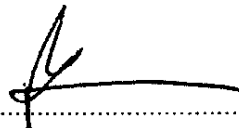
**Agreement**

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 21/5/ 2020, hereby irrevocably agrees to the Resolutions:

Signed on behalf of Helm Power 2 Limited

Date

  
.....  
21/5/ 2020.....

WEDNESDAY



A15 \*A95YUN09\* 27/05/2020 #232  
COMPANIES HOUSE

Company No: **10706327**

**NOTES:**

- 1** If you agree to the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post.
- 2** If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3** Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4** Unless, within 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.