

Company Number: 09263295

FRIDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SO ENERGY TRADING LIMITED (THE "COMPANY")

The directors of the Company propose the following resolutions (the "**Resolutions**") to be passed as a written resolution of the Company under Chapter 2 of Part 13 Companies Act 2006. The Resolutions are proposed as special and ordinary resolutions.

SPECIAL RESOLUTION

1 **THAT** the articles of association of the Company be amended by removing the existing Article 26.5 and inserting new Articles 26(5), 26(6) and 26(7) as follows:

"(5) Notwithstanding anything contained in these Articles, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (a) to any funder to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of funders or institutions or otherwise) (a "**Secured Funder**"), or to any nominee of such Secured Funder, pursuant to any such security;
- (b) executed by a Secured Funder or its nominee pursuant to the power of sale or other power under any such security; or
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Funder or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (d) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Funder or to its nominee;
- (e) no Secured Funder or its nominee; and
- (f) no receiver or manager appointed by or on behalf of a Secured Funder or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

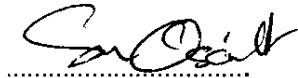
(6) Notwithstanding anything contained in these articles, the Company shall have no lien over any shares which have been mortgaged or charged by way of security to a Secured Funder.

(7) Notwithstanding anything contained in these articles, the Company shall not be entitled to send a notice to any member of the Company requiring that member to pay any sum which is payable in respect of the shares which that member holds or to exercise any powers of forfeiture or sale which may flow from the non-payment of any such amounts."

ORDINARY RESOLUTION

2 **THAT** the provisions of the facility agreement which the Company is proposing to enter into, in connection with a facility of up to £4,000,000, between (1) the Parent, (2) itself (the Company and the Parent together as borrowers), (3) CFP Energy Limited (a company incorporated and registered in Jersey with registered number 102937) ("**CFP Energy**"), (4) CFP Trading Limited (a company incorporated and registered in Malta with registered number C 55225) ("**CFP Trading**") (CFP Energy and CFP Trading together as lender, the "**Lender**") and (5) CFP Trading (as security agent) (the "**Facility Agreement**") be and are hereby approved and (notwithstanding any personal interest of any of the directors) the board of directors of the Company be and is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into the Facility Agreement.

By order of the board of directors




Director
Registered in England and Wales no. 09263295

Registered office: 107 Power Road, London, England, W4 5PY

Circulation Date: 16 JANUARY 2019. The Resolution will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date.

AGREEMENT

I, the undersigned, being duly authorised to sign on behalf of the sole member of the Company who is entitled to vote on the Resolution on the Circulation Date, hereby signify my agreement to the Resolution.


DIRECTOR FOR AND ON BEHALF OF SO ENERGY LIMITED

16 JANUARY 2019
DATED

NOTE

You may signify your agreement to the Resolution by signing a hard copy of this document and delivering it by hand or sending it by fax or email to any director, the Company's solicitors EMW Law LLP or the Company's registered office.