

Company number: 09468493

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

Elios Energy Holdings Limited
(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: 20 March 2020

Under 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

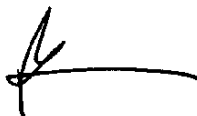
- (a) THAT the issued share capital of the Company be reduced from £4,564,352.59 to £1.00 by cancelling and extinguishing 456,435,159 of the issued Ordinary shares of £0.01, each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be repaid to the holders of those shares; and
- (b) THAT the share premium account of the Company be reduced by £451,870,807.41 from £451,870,904.42 to £97.01 and the amount by which the share premium account is so reduced be repaid to the holders of the Ordinary shares of £0.01.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on Elios Energy Holdings hereby irrevocably agrees to the Resolutions:

Signed by:



.....
For and on behalf of Fern Energy Holdings Limited

Date: 20 March 2020

SATURDAY



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A91BHW5Z

21/03/2020

#259

COMPANIES HOUSE

Company number: **09468493**

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated next to your name above and returning it to the Company.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, it will lapse.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.