

we certify this to be
a true copy
Ashurst LLP

MWMTLLP 16/10/2019

H2O POWER TOWY LIMITED

Company no: 08536788

(the "Company")

7 October 2019 (the "Circulation Date")

SHAREHOLDERS WRITTEN RESOLUTION

We, the undersigned, being the eligible members of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby unanimously agree pursuant to section 288 of the Companies Act 2006 to the passing of the following special resolution (the "**Special Resolution**") by way of written resolution, in each case in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTION

THAT the articles of association of the Company (the "**Articles**") be amended by inserting the following as a new article 36.7:

"Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer:

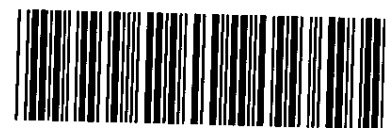
- (a) *is to any bank or institution to which such shares have been mortgaged or charged by way of security in favour of a bank or institution, or to any nominee, successor, permitted assignee or transferee of such a bank or institution (a "**Secured Institution**"); or*
- (b) *is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*
- (c) *is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.*

Notwithstanding anything contained in these articles, any lien on any shares (whether paid or unpaid), any pre-emption rights over shares, any ability of the Company to issue call notices, any ability of the Company to pay commission to new subscribers of shares and any other restrictions on the transfer of shares shall not apply to any shares which have been charged by way of security to a Secured Institution".

AGREEMENT:

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

The undersigned, a person entitled to vote on the Special Resolution on **7 October** 2019 hereby irrevocably agrees to the Special Resolution.



John

.....
for and on behalf of

RENFIN YSTRADFFIN S.R.O

Date: 7 OCTOBER 2019

Elmer

.....
for and on behalf of

CREE HYDRO GENERATION LTD

Date: 7 OCTOBER 2019

NOTES:

1. If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Ashurst LLP acting on behalf of the Company.

If you do not agree to the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolution you may not revoke your agreement.
3. Unless, within 28 days from the Circulation Date (the "**Lapse Date**") agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches the Company before or during the Lapse Date.
4. 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.