

Company number: 11652156

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

of

BRISTOL HEAT NETWORKS LIMITED (the "Company")

Date: 4 January 2023 (the "**Circulation Date**")

Pursuant to sections 282, 283 and Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") and/or the articles of association of the Company (the "**Articles**"), the directors of the Company propose the following resolutions (1) and (2) as ordinary resolutions and resolutions (3) and (4) as special resolutions (the "**Resolutions**" and each a "**Resolution**").

ORDINARY RESOLUTIONS

1. **THAT**, each of the 1,000 ordinary shares of £0.001 each in the capital of the Company be and are hereby re-designated to 1,000 A ordinary shares of £0.001 each in the capital of the Company (the "**A Ordinary Shares**"), such A Ordinary Shares having the rights and being subject to the restrictions as set out in the New Articles (as defined in Resolution (4) below).
2. **THAT** in accordance with section 551 of the Act, any director of the Company be and is hereby generally and unconditionally authorised to allot 1 B ordinary share of £0.001 in the capital of the Company (the "**B Ordinary Share**"), having the rights and being subject to the restrictions as set out in the New Articles (as defined in Resolution (4) below) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing of these Resolutions, save that the Company may, before such expiry, make an offer or agreement which would or might permit the B Ordinary Share to be allotted or rights to be granted and the directors may allot the B Ordinary Share in pursuance of such offer or agreement or grant rights in pursuance of such offer or agreement, notwithstanding that the authority conferred by this Resolution has expired.

The authority set out in this Resolution (2) revokes and replaces all existing authorities previously granted to the directors to allot, or grant rights over, shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

3. **THAT**, subject to the passing of Resolution (2) above, the directors be generally empowered in accordance with section 570 of the Act, to allot, or grant rights over the B Ordinary Share pursuant to the authority conferred by Resolution (2), as if the pre-emption provisions in section 561(1) of the Act, or other rights of pre-emption howsoever arising, did not apply to the allotment, provided that this power shall: (a) be limited to the allotment of the B Ordinary Share as set out in Resolution (1) above; and (b) expire five years from the date the Resolutions are passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require the B Ordinary Share to be allotted after such expiry and the directors may allot the B

Ordinary Share in pursuance of any such offer or agreement, notwithstanding that the power conferred by this Resolution has expired.


4. **THAT**, the regulations attached to these Resolutions (the "**New Articles**") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Articles, with immediate effect.

AGREEMENT TO WRITTEN RESOLUTIONS

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

The Resolutions may be executed in one or more counterparts each of which when executed shall be an original, but all counterparts together shall constitute one and the same instrument.

The undersigned, being persons entitled on the date set out above to vote on the Resolutions, hereby irrevocably agree to the Resolutions:

DocuSigned by:

52439A67270F422...

Signed for and on behalf of
BRISTOL HOLDING LIMITED

Date: 4 January 2023

.....

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below:

By hand to: the Company's registered office address;

By post to: the Company's registered office address;

By e-mail to: Dean.Rae@twobirds.com; and

By DocuSign to: Dean.Rae@twobirds.com.

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. Only the e-mail address given above, and no other electronic address given in this document or in any accompanying document, may be used to send any document or information relating to the Resolutions. The electronic address given above may only be used for the purposes specified.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless within 28 days of the Circulation Date, sufficient agreement has been received for all of the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this date. Your agreement will be ineffective if received after that date.
6. 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.
7. 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.