

Company number 11535957

SPECIAL RESOLUTIONS

of

GRESHAM HOUSE ENERGY STORAGE FUND PLC (Company)

Passed on 24 June 2025

At an Annual General Meeting of the Company duly convened and held on Thursday, 24 June 2025 at 11:30 am the following resolutions were duly passed as special resolutions.

11. THAT, in accordance with Article 101 of the Company's Articles of Association, the aggregate amount of directors' fees payable for all members of the Company's board of directors collectively shall not exceed £550,000 per annum.
12. THAT, in substitution for all existing authorities, in accordance with section 551 of the Companies Act 2006 (the "Companies Act"), the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 551 of the Companies Act) consisting of ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") and new C shares of £0.01 each in the capital of the Company ("C Shares"), up to an aggregate nominal amount of £573,444.69, being 10% of the issued share capital as at 1 May 2025, being the publication date of this Notice, or if changed, the number representing 10% of the issued share capital of the Company at the date at which this resolution is passed, and with such authority to:
 - a) expire on 23 September 2026 or, if earlier, the date of the next annual general meeting of the Company unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require relevant securities to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell from treasury relevant securities in pursuance of such an offer or agreement as if such power had not expired; and
 - b) revoke and replace all existing but unexercised authorities granted to the Directors to allot relevant securities but without prejudice to any allotment of relevant securities or grant of rights already made, offered or agreed to be made pursuant to such authorities.
13. THAT, subject to the passing of resolution 12 and in substitution for all existing authorities, the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the Companies Act) for cash pursuant to the authority conferred by resolution 12 and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561(1) of the Companies Act did not apply to any such allotment or sale, provided that the power granted by this resolution shall:
 - a) be limited to the allotment or sale of equity securities up to an aggregate nominal amount of £573,444.69 (being 10% of the issued share capital of the Company as at 1 May 2025, being the publication date of this Notice, or if changed, the number representing 10% of the issued share capital of the Company at the date at which this resolution is passed); and

- b) expire on 23 September 2026 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require equity securities to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell ordinary shares from treasury in pursuance of such an offer or agreement as if such power had not expired.

14. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act to make one or more market purchases (within the meaning of section 693(4) of the Companies Act) of Ordinary Shares (either for retention as treasury shares for future reissue, resale, transfer or cancellation), provided that:

- a) the maximum aggregate number of Ordinary Shares that may be purchased is 85,302,714;
 - b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.01;
 - c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is an amount equal to the higher of:
 - i) 105% of the average of the middle market quotations for an Ordinary Share in the Company for the five business days immediately preceding the day on which that Ordinary Share is purchased; and
 - ii) the higher of:
 - a. the price of the last independent trade of an Ordinary Share on the Specialist Fund Segment of the London Stock Exchange; and
 - b. the highest current independent bid for an Ordinary Share on the Specialist Fund Segment of the London Stock Exchange; and
 - d) the authority shall expire on 23 September 2026 or, if earlier, at the conclusion of the Company's next annual general meeting, unless such authority is renewed, varied or revoked prior to that time and save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.
15. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the Company's next annual general meeting.

DocuSigned by:

Signed:5F68795DC308499.....
Christopher Gibbons
for an on behalf of
JTC (UK) Limited
as Company Secretary
25 June 2025