

COMPANY NO. 12431376

COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

COPY OF SPECIAL RESOLUTION

of

POD POINT GROUP HOLDINGS PLC

(the "Company")

At the general meeting of the Company duly convened and held at the offices of Freshfields LLP, 100 Bishopsgate, London, EC2P 2SR on 18 July 2025 at 10:45 a.m., the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT, for the purpose of giving effect to the scheme of arrangement dated 25 June 2025 between the Company and the holders of the Scheme Shares (as defined in the said scheme of arrangement), a copy of which has been produced to this meeting and for the purposes of identification signed by the Chair of this meeting, in its original form or subject to such modification, addition or condition agreed between the Company and EDF and approved or imposed by the Court (the "**Scheme**"):

- (a) the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (b) with effect from the passing of this resolution, the articles of association of the Company be and are amended by the adoption and inclusion of the following new Article 220 after Article 219:

"220. SCHEME OF ARRANGEMENT

220(a) In this Article 220, references to the "Scheme" are to the scheme of arrangement dated 25 June 2025 between the Company and the holders of Scheme Shares (as defined in the Scheme) under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition agreed by the Company and EDF Energy Customers Limited ("**EDF**", which expression includes any other name which EDF may adopt from

time to time) and which the Court (as defined in the Scheme) may approve or impose and (save as defined in this Article 220) terms defined in the Scheme or, if not so defined in the Scheme, defined in the circular dated 25 June 2025 containing the explanatory statement required pursuant to section 897 of the Companies Act 2006 and circulated with the Scheme, shall have the same meanings where used in this Article 220.

220(b) Notwithstanding any other provision(s) of these Articles or the terms of any resolution, whether ordinary or special, passed by the Company in general meeting, if the Company issues any shares (other than to EDF or its nominee(s)) on or after the Voting Record Time and on or prior to the Scheme Record Time, such shares shall be issued, transferred or registered subject to the terms of the Scheme and the original or any subsequent holder or holders of such shares shall be bound by the Scheme accordingly.

220(c) Notwithstanding any other provision of these articles and provided the Scheme has become Effective, if any shares in the Company are issued or transferred pursuant to Article 220(d) below, to any person (other than under the Scheme or to EDF and/or its nominee(s)) after the Scheme Record Time (a "**New Member**"), such shares (the "**Disposal Shares**") shall be issued or transferred on terms that they shall be immediately transferred (on the Effective Date or, if later, on the issue or transfer (but subject to Articles 220(d) and 220(e))) to EDF and/or its nominee(s) (as EDF may otherwise direct) (the "**Purchaser**"), who shall be obliged to acquire each Disposal Share in consideration of and conditional upon the payment by or on behalf of the EDF to the New Member of an amount in cash for each Disposal Share equal to the consideration to which a New Member would have been entitled had such Disposal Share been a Scheme Share (as applicable, after deduction of any tax and national insurance or social security contributions which an employer or any other company is required by law to withhold or account for in respect of either that consideration or the issue or transfer of such shares (the "**Relevant Deductions**")).

220(d) Any person who is beneficially entitled to shares issued or transferred to a New Member (other than, for the avoidance of doubt, a person who becomes beneficially entitled to shares by virtue of a transfer pursuant to this Article 220(d)) may, prior to the issue or transfer of any Disposal Shares to the New Member pursuant to the satisfaction of an award under one of the Company's employee share plans, give not less than two Business Days' written notice to the Company in such manner as the board shall prescribe of his or her intention to transfer some or all of such Disposal Shares to his or her spouse or civil partner and may, if such notice has been validly given, on or before such Disposal Shares being issued or transferred to him or her, immediately

transfer to his or her spouse or civil partner any such Disposal Shares, provided that such Disposal Shares will then be immediately transferred to the Purchaser pursuant to Article 220(c). If notice has been validly given pursuant to this Article 220(d) but the New Member does not immediately transfer to his or her spouse or civil partner the Disposal Shares in respect of which notice was given, the Disposal Shares in respect of which notice was given will be transferred to the Purchaser pursuant to Article 220(c). If notice is not given pursuant to this Article 220(d), the Disposal Shares will be immediately transferred to the Purchaser pursuant to Article 220(c).

220(e) On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date, the value of the consideration per Disposal Share to be paid under Article 220(c) shall be adjusted by the Company in such manner as the auditors of the Company or an independent investment bank selected by the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article 220 to shares in the Company shall, following such adjustment, be construed accordingly.

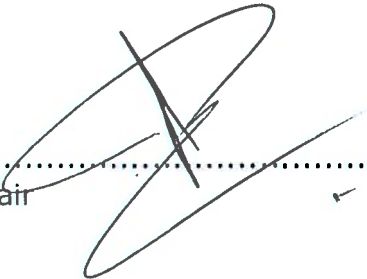
220(f) To give effect to any transfer of Disposal Shares required pursuant to Article 220(c) and/or 220(d), the Company may appoint any person as attorney and/or agent for the New Member to transfer the Disposal Share(s) to the Purchaser and to do all such other things and execute and deliver all such documents and deeds as may, in the opinion of such attorney and/or agent, be necessary or desirable to vest the Disposal Shares in the Purchaser and, pending such vesting, to exercise all such rights attaching to the Disposal Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that such attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Disposal Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give good receipt for the consideration for the Disposal Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for any Disposal Shares. The Purchaser shall settle the consideration due to the New Member pursuant to Article 220(c) by sending a cheque drawn on the branch of a clearing bank in the United Kingdom or an electronic payment (or procuring that such a cheque or electronic payment is sent) in favour of the New Member (or any subsequent holder), for the consideration payable in respect of the Disposal

Shares as soon as practicable and in any event within 14 calendar days after the date on which such shares are issued or transferred to the New Member. Where the payment of any consideration for Disposal Shares to a New Member requires Relevant Deductions to be made and the Company determines that such payment is to be made through payroll to the relevant New Member, such payment shall be effected reasonably promptly after the Effective Date but is not required to be effected within 14 calendar days of the Effective Date.

220(g) Notwithstanding any other provision of these Articles, neither the Company nor the directors shall register the transfer of any shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser pursuant to the Scheme.

220(h) If the Scheme shall not have become Effective by the date referred to in (or otherwise set in accordance with) clause 6.2 of the Scheme, this Article 220 shall be of no effect."

.....
Chair

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke, is written over the dotted line and the word "Chair".