

SPECIAL RESOLUTIONS

of

FORESIGHT SOLAR FUND LIMITED (Company)

Passed on 16 July 2020

At an Annual General Meeting of the Company duly convened and held at 28 Esplanade, St. Helier, Jersey, JE2 3QA on Thursday, 16 July 2020, at 9.00 am the following resolutions were duly passed as special resolutions.

11) **THAT**, in addition to any existing power and authority granted to the Directors, the Directors of the Company be and are hereby generally empowered to allot ordinary shares of no par value carrying the rights, privileges and subject to the restrictions attached to the ordinary shares as set out in the articles of association of the Company (the "Ordinary Shares") or to grant rights to subscribe for or, to convert securities into Ordinary Shares ("equity securities"), including the allotment and grant of rights to subscribe for, or to convert securities into or the sale of, Ordinary Shares held by the Company as treasury shares in each case for cash as if any pre-emption rights in relation to the issue of or sale of shares, as set out in Article 10.2 of the articles of association of the Company and in the Listing Rules made by the Financial Conduct Authority under Part VI of the Financial Services and Markets Act 2000 (as amended), did not apply to any such allotment of or grant of rights to subscribe for or to convert into equity securities or sale, provided that this power:

- (a) shall expire at the conclusion of the Company's next annual general meeting or on the date falling 15 months after the passing of this resolution, whichever is earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired; and
- (b) shall be limited to the allotment of up to 60,631,190 Ordinary Shares of no par value (representing approximately 10% per cent. of the issued share capital of the Company).

12) **THAT** the Company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with Article 57 of the Companies (Jersey) Law, 1991 (as amended) (the "Law") to make market purchases of its own ordinary shares of no par value in the capital of the Company (the "Ordinary Shares") on such terms and in such manner as the directors of


the Company shall from time to time determine, subject always to the terms of any class rights in the Articles and provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be such number as represents 14.99 per cent of the aggregate number of Ordinary Shares in issue as at 16 July 2020;
- (b) the minimum price which may be paid for an Ordinary Share shall be £0.01;
- (c) the maximum price exclusive of any expenses which may be paid for an Ordinary Share is an amount equal to the higher of (i) 105% of the average of the middle market quotations for an Ordinary Share (as derived from the Daily Official List of the London Stock Exchange plc) for the five business days immediately preceding the date on which such Ordinary Share is contracted to be purchased; and (ii) the higher of the last independent trade and the highest current independent bid on the trading venue on which the purchase is carried out.
- (d) the authority hereby conferred is in addition to all and any authorities in place in respect of market purchases by the Company and shall expire at the conclusion of the Company's next annual general meeting or on the date falling 18 months from the date of the passing of this resolution, whichever is earlier, unless previously revoked, varied or renewed by the Company in general meeting;
- (e) the Company may at any time prior to the expiry of such authority make a contract or contracts to purchase Ordinary Shares under such authority which will or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts; and
- (f) the directors of the Company provide a statement of solvency in accordance with Articles 55 and 57 of the Law.

13) **THAT**, subject to resolution 12 ("Resolution 12") above being passed, the Company be and is hereby generally and unconditionally authorised to cancel any shares it repurchases pursuant to Resolution 12 or pursuant to Article 58A(1)(b) of the Law to hold such shares it repurchases pursuant to Resolution 12 as treasury shares to be dealt with in accordance with the provisions of the Law as the directors of the Company see fit.

14) **THAT**, the Articles of Association contained in the document produced to the meeting and signed by the Chairman for the purposes of identification, be approved and adopted as the new Articles of Association of the

Company in substitution for, and to the exclusion of, the existing Articles of Association, with effect from the conclusion of the 2020 Annual General Meeting.

Signed: 

Mark Grenyer

for an on behalf of

JTC (Jersey) Limited

as Company Secretary

16 July 2020