

**RESOLUTIONS OF  
VOLTA FINANCE LIMITED**

A closed-ended limited liability company registered in Guernsey under  
the Companies (Guernsey) Law, 2008 (as amended) with registered number 45747

At an Annual General Meeting of Volta Finance Limited (the "Company") held at BNP Paribas House, St Julian's Avenue, St Peter Port, Guernsey, GY1 1WA, Channel Islands, at 14:00 GMT on 7 December 2022, the following resolutions were duly passed as special business:

*Special Resolution*

- (9) **THAT** in accordance with Article 5(7) of the Articles, the Board be and is hereby authorised to issue equity securities (within the meaning of the Articles) as if Article 5(2) of the Articles did not apply to any such issue, provided that this power shall be limited to the issue of up to a maximum number of 3,658,058 Ordinary shares (being not more than 10% of the number of Ordinary shares in issue as at the date of this notice) or such other number being not more than 10% of the Ordinary shares in issue at the date of the AGM, whether in respect of the sale of shares held as treasury shares, the issue of newly created shares or the grant of rights to subscribe for, or convert securities into, shares which, in accordance with the Listing Rules, could only be issued at or above net asset value per share (unless offered pro rata to existing Shareholders or pursuant to further authorisation by Shareholders). This authority will expire on the conclusion of the next AGM of the Company unless previously renewed, varied or revoked by the Company at a general meeting, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

*Ordinary Resolutions*

- (10) **THAT** the Company be generally and unconditionally authorised to make market purchases, for the purposes of Section 315 of the Companies (Guernsey) Law, 2008 (as amended), of Ordinary shares in the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
- (a) the maximum number of Ordinary shares hereby authorised to be acquired is 5,483,429, representing not more than 14.99% of the issued Ordinary share capital of the Company as at the date of this notice;
  - (b) the minimum price (excluding expenses) payable by the Company for each Ordinary share is €0.01. The maximum price (excluding expenses) which may be paid for any such Ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the amount stipulated by Article 3(2) of the EU Buy-back and Stabilisation Regulation (2016/1052/EU) being the higher of the price of the last independent trade and the highest current independent bid for an Ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution will be carried out (provided that limb (ii) shall not apply where the purchases would not bear the risk of breaching the prohibition on market abuse);
  - (c) the authority hereby conferred shall expire at the end of the next Annual General Meeting of the Company unless previously renewed, varied or revoked by the Company in general meeting; and

- (d) the Company may make a contract to purchase the Ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its Ordinary shares in pursuance of any such contract.
- (11) **THAT**, in accordance with Section 160 of the Companies (Guernsey) Law, 2008 (as amended), the change to the basis of Director's remuneration agreed by the Board in 2017 and applied subsequently, be ratified. It should be noted that this change in basis did not result in an increase in remuneration for any individual director.
- (12) **THAT**, in accordance with Article 20(2) of the Articles, the individual Director's remuneration specified in such article be amended to 'not exceed €100,000' per annum. Such amendment is ratified, effective from 1 February 2017.

*Special Resolution*

- (13) **THAT**, in accordance with Section 42 of the Companies (Guernsey) Law, 2008 (as amended), the draft form of articles of incorporation, available on the Company's website (<https://www.voltafinance.com/investors/other-documents>), be approved and adopted as the new articles of incorporation of the Company (the "New Articles") in substitution for and to the entire exclusion of the existing articles of incorporation.

In addition, a copy of the proposed New Articles of the Company, together with a copy of the existing Articles marked to show the changes being proposed, will also be available for inspection on request at the Company's registered office from 31 October 2022 until the conclusion of the meeting.

Colin Eastburn-Mallory  
For and on behalf of  
BNP Paribas S.A., Guernsey Branch  
Company Secretary