

Company No: 12270209

NAES POWER SOLUTIONS LIMITED
(the **Company**)

WRITTEN RESOLUTIONS of the board of directors of the Company

1. AUTHORITY

We, the undersigned, being all the directors of the Company having the right to receive notice of a meeting of the directors, signify our assent to the passing of the resolutions set out below under the provisions of article 8 of Schedule 1 to the Companies (Model Articles) Regulations 2008 as incorporated into the Company's articles of association (the **Articles**), to the effect that such resolutions shall constitute a valid decision of the directors.

2. BACKGROUND

- 2.1 We, the undersigned, note that the purpose of these written resolutions is to record our approval of the circulation of a written resolution to obtain shareholder approval for the Modern Slavery and Human Trafficking Statement.

3. DECLARATION OF INTERESTS

We have each declared the nature and extent of our interest in the proposed arrangements in accordance with the requirements of section 177 of the Companies Act 2006 and the Articles.

4. DOCUMENT CONSIDERED

- 4.1 Approval of the Modern Slavery and Human Trafficking Statement.

5. APPROVAL OF THE WRITTEN RESOLUTION

- 5.1 After careful consideration of the Modern Slavery and Human Trafficking Statement, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, we, the undersigned, hereby **RESOLVE**:

5.1.1 that the Company approves and accepts the attached Modern Slavery and Human Trafficking Statement.

6. RESOLUTIONS

- 6.1 WE RESOLVE that the above Modern Slavery and Human Trafficking Statement is approved and ratified.

The date of these written resolutions is the date on which this document (or a counterpart) is signed by or on behalf of the last director to sign it.

[Remainder of page intentionally left blank; signature page follows]

Signed by:

Mark Dobler

A4C4B0750E0A2F.....

Mark Dobler 8/26/2026 | 7:58 PM PDT

DocuSigned by:

Robert Gillies

D8D8F054BEB8438.....

Robert Gillies 8/27/2026 | 11:02 PM PDT

DocuSigned by:

Charlie Hooch

5DDDF4A1F2804D2.....

Charlie Hooch 8/26/2026 | 12:36 PM PDT



Modern Slavery and Human Trafficking Statement

This statement is made pursuant to Section 54 of the UK Modern Slavery Act 2015 (the "Act") and constitutes the statement of NAES Corporation ("NAES" or "the Company") for the financial year ending March 31, 2026, on the prevention of modern slavery and human trafficking in our business and supply chains.

1. Company's Structure and Supply Chain

NAES Corporation is a wholly owned subsidiary of ITOCHU Corporation, ("ITOCHU") NAES is the largest independent operator of power facilities in the industry, managing more than 400 facilities and over 60 GW of generation under contract across the United States, Canada, Mexico and the UK. NAES supports the full lifecycle of energy and industrial plants, from development and construction through operations, optimization, digital transformation and decommissioning.

2. Company Policies

We are committed to ensuring there is no modern slavery or human trafficking in our supply chains or in any part of our business. Our commitment is reflected in our Code of Conduct for employees and the NAES Ethics and Compliance Hotline, which offers employees a way to confidentially and anonymously communicate concerns.

NAES's parent company, ITOCHU has been participating in the United Nations Global Compact and applying the concepts of the United Nations Guiding Principles on Business and Human Rights. ITOCHU's existing policies contain provisions aimed at ensuring that there is no slavery or human trafficking in any part of its global business or supply chain.

Such policies include:

- ITOCHU Mission
(<https://www.itochu.co.jp/en/about/mission/>)
- Human Rights Policy of the ITOCHU Group
(https://www.itochu.co.jp/en/csr/society/human_rights/index.html#h2_02)
- Individual Policy related to Human Rights

(https://www.itochu.co.jp/en/csr/society/human_rights/index.html#h2_03)

- Human Rights Due Diligence

(https://www.itochu.co.jp/en/csr/society/human_rights/index.html#h2_04)

- The United Nations Global Compact

(<https://www.itochu.co.jp/en/csr/itochu/collaboration/index.html>)

- Sustainability Action Guidelines for Supply Chains

(https://www.itochu.co.jp/en/csr/society/value_chain/system/index.html)

- Internal Reporting System (Whistleblowing Hotlines)

(https://www.itochu.co.jp/en/about/governance_compliance/compliance/)

NAES, as a member of ITOCHU group, recognizes these policies and engages in business in accordance with the principles stated within these policies.

3. Ongoing Commitment and New Policies

In addition to the policies set forth above, as part of our new Global Supplier Code of Conduct, NAES requires all suppliers, contractors, subcontractors, consultants and representatives to abide by the UK Modern Slavery Act and to take responsible steps to eliminate from their supply chains all forms of modern slavery and exploitation including child labor, human trafficking, forced labor/debt bondage, sexual exploitation, forced and early marriage, criminal exploitation and domestic servitude. We contractually reserve the right to end a business relationship with suppliers if they do not adhere to the UK Modern Slavery Act.

4. Continuous Improvement.

We continue to monitor our supply chain to assess the risk of modern slavery and human trafficking and to develop measures to mitigate against such risks.

The statement was approved by ____ and signed by ____.