

DEED OF COVENANT

THIS INDENTURE made the 25th day of May 2023

BETWEEN

Declan O'Brien and Sandra O'Brien both of Graigue, Cappagh, Co. Waterford (hereinafter together called "the **Grantors**") which expression shall include their executors, heirs, successors in title and assigns) of the one part AND **EMP Energy Limited, trading as EMPOWER** incorporated and registered in Ireland with company number 630312 and having its registered office at 2 Dublin Landings, North Wall Quay, North Dock, Dublin D01 V4A3 (hereinafter called "the **Grantee**") of the other part.

WHEREAS:-

- A. The Grantors are the registered owners of the lands comprised in the schedule hereto (hereinafter called "the Grantors' Lands")
- B. Subject to obtaining all necessary and relevant planning permissions the Grantee intends to develop on the Grantors' Lands, and other property at Dyrick Hill, Co. Waterford, a wind farm with the objective of harnessing wind energy to generate electricity for commercial sale (hereinafter called "the Wind Project") and,
- C. Subject to the Grantors obtaining vacant possession of the Grantors' Lands from the current tenant in occupation thereof since in or around 2012.
- D. This agreement is supplemental to an agreement to Lease and an option agreement of even date entered into between the Grantor and the Grantee (hereinafter called "the Agreement to Lease and the Option Agreement").
- E. The Grantors at the request of the Grantee has agreed to execute these presents for the purpose of covenanting with the Grantee not to use the Grantor's Lands for residential purposes in the event that the Project should proceed.

NOW THIS INDENTURE made in pursuance of the said agreement between the Grantors and the Grantee and in consideration of the Agreement to Lease and the Option Agreement **WITNESSETH** as follows:-

1. The Grantors as registered owners of Folio 5861 of the Register of Freeholders County of Waterford **COVENANT** with the Grantee that in the event that the Grantee shall, at their absolute discretion,

proceed with the Wind Project the Grantors, shall not use, or allow to be used, the Grantor's Lands as residential property for the duration of the Wind Project to the intent that the burden of this covenant shall run with and bind the Grantor's Lands and every part thereof.

2. The Grantors hereby further **COVENANT** not to transfer, assign or let the Grantor's Lands (other than by way of Mortgage) or enter into any transaction, disposition or assurance involving a change, or a contract for a change in the ownership of the Grantor's Lands, without first ensuring that the person becoming, or contracting to become, as a result of that transfer, transaction or disposition, enters into a direct and binding covenant with the Grantee to observe and perform the covenants contained herein.
3. The Grantors, jointly and severally, hereby **INDEMNIFY** the Grantee against all losses, actions, proceedings, costs, damages, expenses, claims and demands arising out of or in connection with any failure by the Grantees to comply with the covenant contained herein.
4. The Grantees hereby acknowledges and confirms that the benefit of this deed of covenant shall be assignable by the Grantees and shall be enforceable for the benefit of the Grantees and the Wind Project and each and every part thereof and the owners from time to time thereof
5. The Grantors hereby **ASSENT** to the registration of this Deed of Covenant as a burden on Folio 5861 of the Register of Freeholders County of Waterford

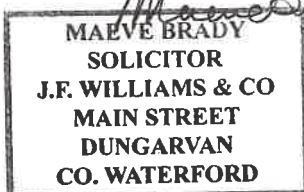
SCHEDULE

All that the part of the property comprised in Folio 5861 of the Register County Waterford and shown more particularly outlined in Red and marked with the letter "A" on the map attached hereto.

IN WITNESS whereof the Grantors have has hereunto set their hands and the Common Seal of the Grantee has been affixed hereto the day and year first herein **WRITTEN**.

SIGNED AND DELIVERED

by the said **DECLAN O'BRIEN AND SANDRA O'BRIEN**
in the presence of:-



Sandra O'Brien
Declan O'Brien

PRESENT when the Common Seal
of the **GRANTEE** was affixed
hereto:-

615550 mE, 605630 mN

The Property
Registration Authority
An tÚdarás
Clárúcháin Maoine



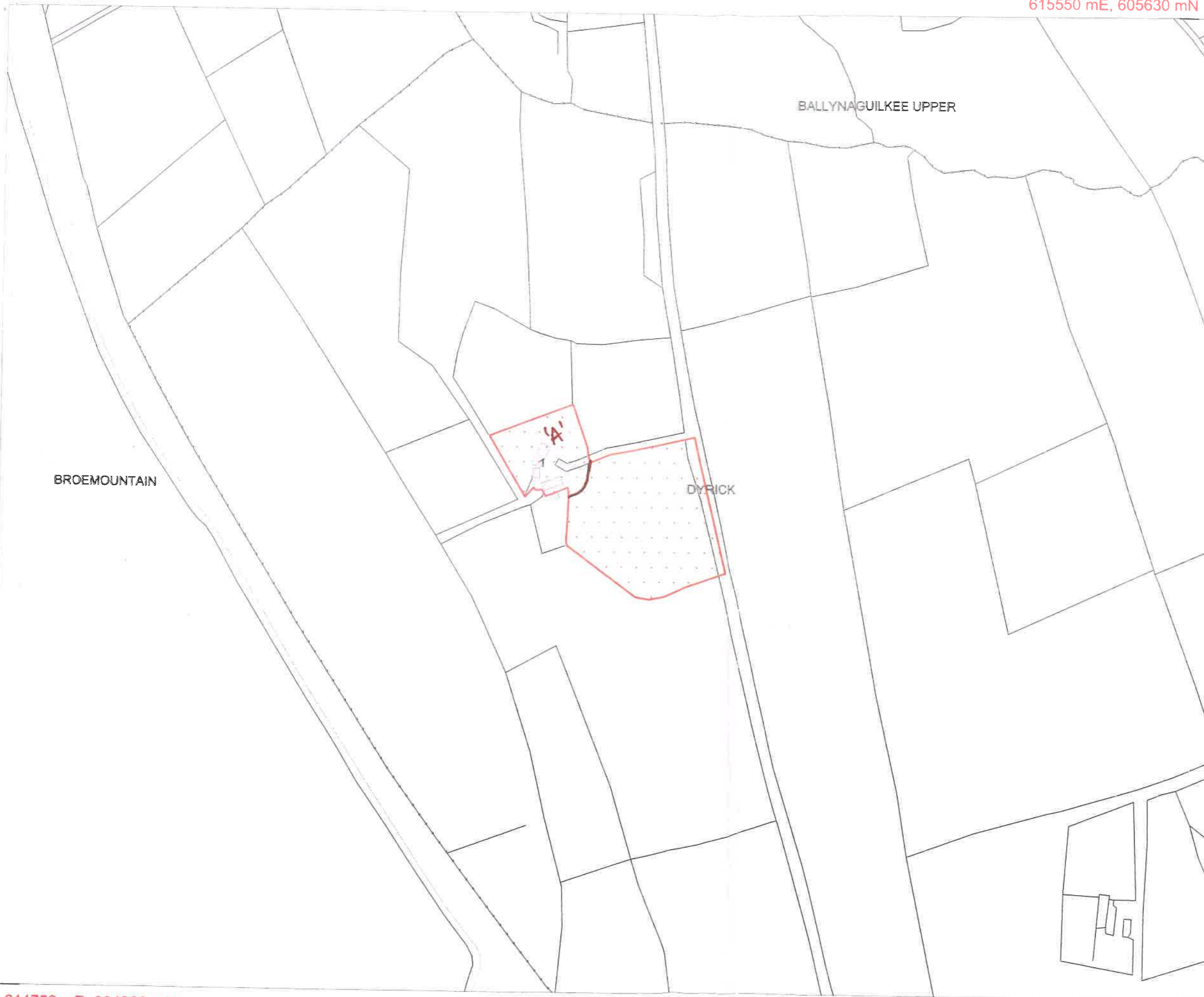
Folio: WD5861

This map should be read in conjunction with the folio.

Registry maps are based on OSI topographic mapping. Where registry maps are printed at a scale that is larger than the OSI published scale, accuracy is limited to that of the original OSI map scale.

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(centre-line of parcel(s) edged)

- Freehold
- Leasehold
- SubLeasehold

Burdens (may not all be represented on map)

- Right of Way / Wayleave
- Turbary
- Pipeline
- Well
- Pump
- Septic Tank
- Soak Pit



A full list of burdens and their symbology can be found at: www.landdirect.ie

The registry operates a non-conclusive boundary system. The Registry Map identifies properties not boundaries meaning neither the description of land in a register nor its identification by reference to a registry map is conclusive as to the boundaries or extent. (see Section 85 of the Registration of Title Act, 1964). As inserted by Section 62 of the Registration of Deed and Title Act 2006.