

**C-QUEST CAPITAL SGS STOVES PRIVATE LIMITED
BRIDGE CARBON AFRICA STOVES DEVELOPMENT PRIVATE LIMITED
VERRA**

**DEED OF PARTIAL RELEASE
IN RESPECT OF
VCS REGISTRATION DEED OF REPRESENTATION**

**INSTALLATION OF HIGH EFFICIENCY WOOD BURNING COOKSTOVES IN KENYA
VCS 2349**

THIS DEED OF PARTIAL RELEASE is made on **07 January 2025**

BY

- (1) **C-Quest Capital SGS Stoves Private Limited, carbon@bridgecarbon.com, 38 Beach Road, #29-11 South Beach Tower, 189767 Singapore, Singapore** (as “Released Registration Representor”);
 - (2) **Bridge Carbon Africa Stoves Development Private Limited, carbon@bridgecarbon.com, 38 Beach Road, #29-11 South Beach Tower, 189767 Singapore, Singapore** (as “Remaining Registration Representor”); and
 - (3) **VERRA, One Thomas Circle, NW Suite 1050, Washington, DC 20005, United States** (as **Verra**).
- (A) On **10 March 2022** the Released Registration Representor made certain representations and warranties and undertook certain obligations under a registration deed of representation relating to project **Installation of high efficiency wood burning cookstoves in Kenya, VCS 2349** (the “Project”) (originally made on **10 March 2022** by **C-Quest Capital Stoves Asia Limited** and as acceded to by **C-Quest Capital SGS Stoves Private Limited** and **Bridge Carbon Africa Stoves Development Private Limited** pursuant to the deeds of accession dated **11 January 2023** and **06 January 2025** (together, the **VCS Registration Deed of Representation**).
- (B) The Released Registration Representor hereby wishes to be released from its representations and warranties and to be discharged from its obligations and liabilities under the VCS Registration Deed of Representation starting from the date hereof.
- (C) The Remaining Registration Representor and the Verra hereby wish to acknowledge the release of the Released Registration Representor and to reaffirm representations and covenants made and given by them in the VCS Registration Deed of Representation including by execution of deeds of accession by **C-Quest Capital SGS Stoves Private Limited** and **Bridge Carbon Africa Stoves Development Private Limited** dated **11 January 2023** and **06 January 2025**, where applicable.

THIS DEED WITNESSES as follows:

1. **INTERPRETATION**

Unless otherwise defined in this Deed or the context requires otherwise, words and expressions used in this Deed (including the recitals) have the meanings assigned to them in the VCS Registration Deed of Representation.

2. **RELEASE**

2.1 Subject to Clause 2.2 below, Verra as the holder of the benefit of the VCS Registration Deed of Representation hereby authorises and agrees to:

2.1.1 the release of the Released Registration Representor from any and all of its representations and warranties made or given under the VCS Registration Deed of Representation; and

2.1.2 the release of the Released Registration Representor from any and all obligations and liabilities under the VCS Registration Deed of Representation,

in each case, with effect from the date of this Deed, and the Released Registration Representative shall, without any further action by Verra, any other Released Registration Representative or any other party, be so discharged and released.

2.2 Notwithstanding anything to the contrary in this Deed, the Released Registration Representative:

2.2.1 shall not be discharged or released from any obligation or liability that arise or may arise by reference to the matters existing prior to (but excluding) the date of this Deed; and

2.2.2 shall continue to be bound by the representations and warranties made or given by the Released Registration Representative under the VCS Registration Deed of Representation by reference to matters existing prior to (but excluding) the date of this Deed and, in particular:

(a) the Released Registration Representative hereby represents and warrants that the Monitoring Report and any other Project Documents for which the Released Registration Representative is responsible and which have been supplied by to Verra prior to (but excluding) the date of this Deed are true and accurate in all material respects; and

(b) the Released Registration Representative hereby represents and warrants that the Released Registration Representative has the right to all and any Reductions or Removals generated by the Project until **07 January 2025**, and the Released Registration Representative hereby expressly waives any and all rights it may have in respect of any and all Reductions or Removals generated by the Project after **07 January 2025**.

3. **REMAINING REGISTRATION REPRESENTORS**

The Remaining Registration Representative hereby:

3.1.1 acknowledges and agrees with the release of the Released Registration Representative from the VCS Registration Deed of Representation in accordance with the terms of this Deed; and

3.1.2 reaffirms the representations and covenants made and given by it under the VCS Registration Deed of Representation including by execution of deeds of accession by **C-Quest Capital SGS Stoves Private Limited** and **Bridge Carbon Africa Stoves Development Private Limited** dated **11 January 2023** and **06 January 2025**, where applicable.

4. **GOVERNING LAW AND JURISDICTION**

This Deed and all non-contractual obligations arising out of or in connection with it are governed by English law, and the English courts shall have exclusive jurisdiction to settle any dispute arising from or connected with this Deed, including a dispute regarding the existence, validity or termination of this Deed or the consequences of its nullity.

5. **COUNTERPARTS**

This Deed may be executed in any number of counterparts, which when executed and delivered is an original and all of which together evidence the same deed.

6. **DELIVERY**

This Deed is delivered on the date written at the start of the Deed.

EXECUTION PAGE

This Deed has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.

Executed as a deed by C-QUEST CAPITAL SGS STOVES PRIVATE LIMITED acting by a director/duly authorised signatory in the presence of a witness



Signature of director

JOEL SYKES _____

Name of director

In the presence of:



Signature of witness

Lee Su Fau

Name of witness

38 Beach Road #29-11
South Beach Tower, Singapore
189767

Address of witness

Executed as a deed by BRIDGE CARBON AFRICA STOVES DEVELOPMENT PRIVATE LIMITED acting by two directors




Signature of director

JOEL SYKES _____

Name of director

Signed by:


FC6ED8EF9606416...

Signature of director

SEE KEAN CHEW _____

Name of director

Executed as a deed by VERRA acting by a director/duly authorised signatory in the presence of a witness


JUSTIN WHEELER

Signature of director/duly authorised signatory

Name of director

In the presence of:

Signature of witness

Name of witness

Address of witness