

THE COMPANIES ACT 2006**PRIVATE COMPANY LIMITED BY SHARES**

TM TRADING LIMITED
(a company registered in England and Wales no. 07447367)
("the Company")

WRITTEN RESOLUTIONS OF THE MEMBERS

Circulation Date: 2 July..... 2021

Date Passed:2 July..... 2021

WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that the following resolutions be passed as an ordinary resolution and special resolution as indicated ("**Resolutions**").

ORDINARY RESOLUTION

1. **THAT** the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Act to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal value of £6,311.78, provided that such authority shall (unless previously revoked or varied by the Company in general meeting) expire on the fifth anniversary of the date hereof and save that the directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.

SPECIAL RESOLUTION

2. **THAT** pursuant to the authority granted in accordance with section 551 of the Act by resolution 1 above, the pre-emption provisions of the articles of association of the Company or any other provision of pre-emption under the Act, shall not apply to the issue of 631,178 ordinary shares of £0.01 each in the capital of the Company pursuant to, or as contemplated by, the share purchase agreement proposed to be entered into between the Sellers (as defined therein) (1) and the Company (2) in relation to the proposed acquisition by the Company of the entire issued share capital of Baluchi Limited.



AGREEMENT TO WRITTEN RESOLUTIONS

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned being the persons entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions.

DocuSigned by:

EB09A538C1C2411.....

**For and on behalf of
OCS Services Limited**

DocuSigned by:

65A383E7660D482.....

**For and on behalf of
Octopus Investments Nominees Limited**

DocuSigned by:

8F33FC563C474CD.....

**For and on behalf of
Octopus Investments Limited**

NOTES

If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office for the attention of Peter Mayhew, by email (in PDF format) to: peter.mayhew@shma.co.uk or by returning a signed copy via an electronic signing platform such as DocuSign. If you do not agree to the Resolutions you need not do anything. You will not be deemed to agree if you fail to respond. Once you have indicated your agreement to the Resolutions you may not revoke your agreement. Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed it will lapse.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

TM TRADING LIMITED
(a company registered in England and Wales no. 07447367)
("the Company")

WRITTEN RESOLUTIONS OF THE MEMBERS

Circulation Date: 8 July 2021

Date Passed:8 July..... 2021

WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that the following resolutions be passed as an ordinary resolution and special resolution as indicated ("**Resolutions**").

ORDINARY RESOLUTION

1. **THAT** the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Act to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal value of £6,208.67, provided that such authority shall (unless previously revoked or varied by the Company in general meeting) expire on the fifth anniversary of the date hereof and save that the directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.

SPECIAL RESOLUTION

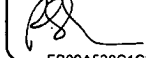
2. **THAT** pursuant to the authority granted in accordance with section 551 of the Act by resolution 1 above, the pre-emption provisions of the articles of association of the Company or any other provision of pre-emption under the Act, shall not apply to the issue of 620,867 ordinary shares of £0.01 each in the capital of the Company pursuant to, or as contemplated by, the share purchase agreement proposed to be entered into between the Sellers (as defined therein) (1) and the Company (2) in relation to the proposed acquisition by the Company of the entire issued share capital of Longhorn Power Limited.

AGREEMENT TO WRITTEN RESOLUTIONS

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned being the persons entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions.

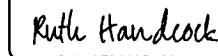
DocuSigned by:



.....E809A538C1C2411.....

**For and on behalf of
OCS Services Limited**

DocuSigned by:



.....85A3B3E7660D482.....

**For and on behalf of
Octopus Investments Nominees Limited**

DocuSigned by:



.....8F33FC5B3CA7ACD.....

**For and on behalf of
Octopus Investments Limited**

NOTES

If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office for the attention of Peter Mayhew, by email (in PDF format) to: peter.mayhew@shma.co.uk or by returning a signed copy via an electronic signing platform such as DocuSign. If you do not agree to the Resolutions you need not do anything. You will not be deemed to agree if you fail to respond. Once you have indicated your agreement to the Resolutions you may not revoke your agreement. Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed it will lapse.

Company No: 07447367

TM TRADING LIMITED
(the "Company")

Written Resolutions of the Members of the Company

Circulation date: 26 May **2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the Directors propose that the following resolutions are passed (the "**Resolutions**"). Resolutions 1 to 3 are proposed as ordinary resolutions. Resolution 4 is proposed as a special resolution.

ORDINARY RESOLUTIONS

- 1** That the intragroup reorganisation as set out in (i) the draft report prepared by PricewaterhouseCoopers LLP entitled "Project Bella – Tax Structuring Report"; and (ii) the draft legal steps plan prepared by Linklaters LLP entitled "Project Bella – Legal Steps Plan" (the "**Reorganisation**") be and is hereby approved and that any breach of duty committed by any Director in approving the transactions comprised in the Reorganisation be and is hereby approved and ratified, including for the purposes of Section 239 of the Act.
- 2** The actual and situational conflicts of the directors of the Company arising as a result of them, in each case, being employees of Octopus Investments Limited (the parent company of Octopus Investments Nominees Limited) and, therefore, in each case being interested in the proposed acquisition of the entire issued share capital of each of: Angelico Solar Limited; Botticelli Energy Limited; Bramante Solar Limited; Canaletto Solar Limited; Colongra Power Limited; Donatello Energy Limited; Leonardo Solar Limited; Lincoln Red Power Limited; Michelangelo Energy Limited; Modigliani Solar Limited; Pirlo Solar Limited; Tarbes Power Limited; Tintoretto Solar Limited; Tiziano Solar Limited and Uccello Energy Limited (together the "**Target Companies**") to be satisfied in cash and by way of the issue to Octopus Investment Nominees Limited and OCS Services Limited (being the existing shareholders of the Target Companies, and together the "**Target Shareholders**") of ordinary shares of £0.01 each in the capital of the Company to the Target Shareholders, be and are hereby authorised for all purposes and that each of the directors be and is hereby authorised to vote and form part of the quorum at any meeting of the directors of the Company (along with all other entitlements that may be set out in the Company's articles of association from time to time) when such matters arise.
- 3** That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a nominal amount of £35,000,000, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire on 26 May 2026 but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to

subscribe for or to convert any security into shares to be granted after the authority given by this Resolution has expired.

SPECIAL RESOLUTION

- 4 That the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 1 above up to a nominal amount of £35,000,000 as if Section 561(1) of the Act did not apply to any such allotment.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions on 26 May 2021, hereby irrevocably agree to all of the Resolutions:

For and on behalf of Octopus Investments Nominees Limited

DocuSigned by:
Jonathan Digges
EB47E10DCC114EB...

26 May 2021 | 21:38 BST

Date

For and on behalf of OCS Services Limited

DocuSigned by:
Simon Rogerson
A8CD358F54A5451...

26 May 2021 | 20:52 BST

Date

Date

For and on behalf of Octopus Investments Limited

DocuSigned by:
Chris Hulatt
379198C072FB4C7...

26 May 2021 | 21:05 BST

Date

NOTES:

- 1 If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in one of the following ways
- **By Hand:** delivering the signed copy to the Company's registered office for the attention of the Company Secretary .
 - **Post:** returning the signed copy by post to the Company At the Company's registered office for the attention of the Company Secretary.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to cosec@octopusinvestments.com. Please enter "Written resolutions dated May 2021" in the e-mail subject box.
- 2 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 3** Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4** Unless, by midnight on 22 June 2021, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.