

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

LONGHORN POWER LIMITED
(a company registered in England and Wales no. 09125980)
("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 special resolutions ("**Resolutions**").

SPECIAL RESOLUTIONS

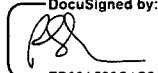
1. **THAT** the pre-emption provisions of the articles of association of the Company or any other provision of pre-emption under the Act, shall not apply to the transfer of 4,313,394 ordinary shares of £0.01 each and 1 deferred share of £0.01 each, in each case in the capital of the Company pursuant to, or as contemplated by, the share purchase agreement ("**Share Purchase Agreement**") proposed to be entered into between the Sellers (as defined therein) (1) and TM Trading Limited ("**Buyer**") (2) in relation to the proposed acquisition by the Buyer of the entire issued share capital of the Company ("**Share Purchase**").
2. **THAT**, subject to and with effect from completion of the Share Purchase Agreement and the Share Purchase, the articles of association attached hereto be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

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.

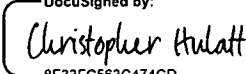
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For and on behalf of
OCS Services Limited

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For and on behalf of
Octopus Investments Nominees 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 by hand or by post to the company secretary, 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 they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.