

Company No. SC633049

Written Resolutions of Ember Core Ltd (the "Company")

Circulation Date: 31 January 2024 (the "Circulation Date")

WEDNESDAY



A08

13/03/2024

#121

COMPANIES HOUSE

It being acknowledged that: (i) the definition of Secondary Sale Transactions referenced in the articles of association of the Company adopted on 08 January 2024 ("**New Articles**") included a draftsman error (the "**Mistake**") such that, rather than referring to 2,334,564 Seed Shares of £0.000001 each in the capital of the Company ("**Seed Shares**") being transferred, it should instead have referred to, in aggregate, 1,815,791 ordinary shares of £0.000001 each in the capital of the Company ("**Ordinary Shares**") and 518,773 Seed Shares being transferred (the "**Corrected Secondary Sale Transactions**") and (ii) the written resolution of the Company circulated to all eligible members of the Company on 31 December 2023 and passed on 08 January 2024 resolved as follows: "**THAT**, subject to and immediately upon completion of the transfer of 2,334,564 Seed Shares of £0.000001 each in the capital of the Company (the "**Seed Shares**") by certain Shareholders pursuant to the Secondary Sale Transactions (as defined in the New Articles) that such Seed Shares be re-designated as 2,334,564 Series A Shares of £0.000001 each in the capital of the Company having the rights and being subject to the restriction as set out in the New Articles (the "**Re-designation Resolution**")", but such resolution should instead have referred to the transfer, pursuant to the Corrected Secondary Sale Transactions, of 1,815,791 Ordinary Shares and 518,773 Seed Shares.

Accordingly, pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), it is proposed that the following ratification and rectification resolutions be passed as special resolutions of the Company.

SPECIAL RESOLUTIONS

IT IS RESOLVED THAT:

- (1) the Company's New Articles (via amendments being made to the Shareholders' Agreement (as defined therein)) be updated and amended to refer, in the definition of "**Secondary Sale Transactions**" in Article 2, to "1,815,791 Ordinary Shares and 518,773 Seed Shares" (as opposed to 2,334,564 Seed Shares) and such amendments be deemed to have been applied to the New Articles immediately from the Date of Adoption on 08 January 2024;
- (2) the definition of "**Bonus Issue**" or "**Reorganisation**" in Article 2 of the New Articles be amended such that the words "**and/or Series A Shareholders**" be inserted to follow the words "**Seed Shareholders**" and the words "**or Series A Shares**" be inserted to follow the words "**Seed Shares**", and such amendments be deemed to have been applied to the New Articles immediately from the Date of Adoption on 08 January 2024;
- (3) the Re-designation Resolution shall be deemed corrected and rectified with immediate effect from its passing on 08 January 2024, such that it shall be deemed to have been resolved from such date to have converted and redesignated 1,815,791 Ordinary Shares and 518,773 Seed Shares into an aggregate of 2,334,564 Series A Shares of £0.000001 each in the capital of the Company having the rights and being subject to the restriction as set out in the New Articles immediately upon the completion of the Corrected Secondary Sale Transactions and, accordingly, 1,815,791 Seed Shares referred to in the Re-designation Resolution (not held by Aku50 BV (as bare trustee on behalf of Steven Meersman) ("**Aku50**")) shall not have so converted and have been re-designated, acknowledging that there were no such Seed Shares held by the relevant transferors (not being Aku50) capable of being transferred and thereafter converted and redesignated pursuant to the Secondary Sale Transactions;

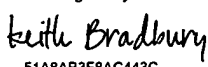
- (4) the directors of the Company be authorised to take all such steps and make all such amendments to the New Articles and filings with Companies House and in the Company's books to give effect to the matters described in paragraphs (1) to and including (3) above and with respect to all or any documentation and agreements and filings with Companies House and in the Company's books relating to the Secondary Sale Transactions so as to refer to the transfer of 1,815,791 Ordinary Shares by all such transferors (save for Aku50) and the transfer of 518,773 Seed Shares by Aku50, rather than the transfer of 2,334,564 Seed Shares; and
- (5) all steps and actions taken by the directors of the Company in respect of the Mistake and/or in respect of the original Secondary Sale Transactions referring to the transfers of, in aggregate, 2,334,564 Seed Shares rather than 1,815,791 Ordinary Shares and 518,773 Seed Shares and/or in respect of the conversion and redesignation of shares, pursuant to the Re-designation Resolution, in each case in error, be hereby ratified.

Please read the Notes below before signifying your agreement to the Resolution.

The undersigned, being the "eligible members" (as defined in Section 289 of the Act) and entitled to vote on the Resolution on the circulation date specified above, irrevocably agree to the Resolution:

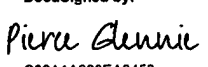
Signed by Keith Bradbury)

Date: 17 February 2024

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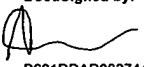
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Signed by Alasdair Glennie)

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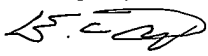
Signed by Christopher Stack)

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Signed by Eamon O'Dwyer)

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DocuSigned by:

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Signed by **Greg Pittam**)


Date: 17 February 2024

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Signed for and on behalf of)
FARMERS SAS, acting by)
a director)

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Blue Impact Ventures UG)

Date: 17 February 2024

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Signed for and on behalf of)
KÜB Smart Energy Fund)
powered by Ignitis Group)

Date: 17 February 2024


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Signed for and on behalf of)
Pale Blue Dot Investments AB)
acting by 3 authorised signatories)


Date: 17 February 2024)

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Signed by **James Dear**)

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Signed by Mark Lamb)

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Mark Lamb
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Signed by Martin Threakall)

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Martin Threakall
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Signed by Michael Elalouf)

Date: 17 February 2024

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Michael Elalouf
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Signed by Oliver Schmid)

Date: 17 February 2024

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Oliver Schmid
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Signed by Mohammad Mirza)

Date: 17 February 2024

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Mohammad Mirza
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Signed by Gareth Williams)

Date: 17 February 2024

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Gareth Williams
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Signed by Steven Meersman)

Date: 17 February 2024

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Steven Meersman
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Signed by Shane Corstorphine)

Date: 17 February 2024

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Shane Corstorphine
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Signed by Tom Blomfield)

Date: 17 February 2024

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Tom Blomfield
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Signed by Kai Hansen)

Date: 17 February 2024

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Kai Hansen
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Signed by Alexander Karle)

Date: 17 February 2024

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Alexander Karle
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Signed by Kai Hansen)

Date: 17 February 2024

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Kai Hansen
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Signed for and on behalf of)
Aku50 BV)

Date: 17 February 2024

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Signed for and on behalf of)
INVEN CAPITAL, SICAV A.S acting for)
benefit and on the account of INVEN CAPITAL)
PODFOND C acting by two directors:)

Date: 17 February 2024

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DocuSigned by:
Petr Mikovec
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Petr Mikovec, Chairman of the Board of
Directors

Date: 17 February 2024


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DocuSigned by:
Viktor Miškovský
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Viktor Miškovský, Member of the Board
of Directors

Signed for and on behalf of **2150**
GP S.A.R.L acting as general partner and
representing 2150 URBAN TECH SUSTAINABILITY
FUND I SCSP acting by two authorised
 signatories:

Date: 17 February 2024

DocuSigned by:
Rahul Parekh
A21F471E28254B2...

Date: 17 February 2024


DocuSigned by:

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Jacob Bro Olesen

Authorised Signatory

Signed **AENU GP S.à r.l.** acting as general partner and representing **AENU Fund SCA SICAV-RAIF**, acting by two authorised signatories:

Date: 17 February 2024

DocuSigned by:

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Name: Vanessa Brahm
Title: Class A Manager

Date: 17 February 2024

DocuSigned by:

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Name: Christian Lehnertz Ansgar Billen
Title: Class B Manager

Signed by Tomas Alvarez Belon

Date: 17 February 2024

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Tomas Alvarez Belon
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NOTES:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

DocuSign or other similar electronic signature platform: by following the instructions of such electronic signature platform, to the extent applicable.

Email: attaching a scanned copy of the signed document to an email and sending it to andrew.oliver@fieldfisher.com. Please enter "**Written resolutions – Ember Core Ltd**" in the email subject box.

By hand: delivering the signed copy to Andrew Oliver at Fieldfisher LLP, 17th Floor, No 1 Spinningfields, 1 Hardman Street, Manchester, M3 3EB.

Post: returning the signed copy by post to Andrew Oliver at Fieldfisher LLP, 17th Floor, No 1 Spinningfields, 1 Hardman Street, Manchester, M3 3EB.

2. If you do not agree to the Resolutions, you do not need to do anything and 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 sufficient agreement has been received for the Resolutions to be passed within 28 days from the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.
5. 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.