

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

OCTOPUS ADMINISTRATIVE SERVICES LIMITED
(a company registered in England and Wales no. 03974202)
("the Company")

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

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 £0.01, 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 one (1) deferred share of £0.01 in the capital of the Company in each case 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 all of the issued share capital of Valloire Power Limited held by Octopus Apollo VCT plc.




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:


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**For and on behalf of
Octopus Capital 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.