

Company Number: 06225060

The Companies Act 2006

Private Company Limited by Shares

WRITTEN RESOLUTION

OF

THERMAL EARTH LIMITED ("COMPANY")

Circulated on 18 October 2023 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 be passed as a Special Resolution and resolution 2 be passed as an Ordinary Resolution (the Resolutions):

SPECIAL RESOLUTION

- 1 THAT, subject to the special resolution circulated on the same Circulation Date relating to a waiver of pre-emption rights being passed, the articles of association contained in the document attached to this resolution and for the purposes of identification initialled by the Chairperson are approved and 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.

ORDINARY RESOLUTION

- 2 THAT, subject to the passing of resolution 1, and with effect from signature of the share purchase agreement to be entered into between the Company and Ariston U.K. Limited (among others) on the date of this written resolution, the 24 ordinary shares of £1.00 each in the issued share capital of the Company to be registered to Ariston U.K. Limited be and are hereby re-designated as 24 B ordinary shares of £1.00 each, having the rights and subject to the restriction of that share class as set out in the articles of association adopted by the Company.

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 above Resolutions on the date shown above, hereby irrevocably agree to each of the Resolutions:

Signed by NICHOLAS SALINI, in his capacity as the sole registered holder of 23 ordinary shares and in his capacity as joint holder of 7 ordinary shares.

DocuSigned by:
Nicholas Salini
A2FF17310CBA428...

Signed by DARIO SALINI, in his capacity as the sole registered holder of 13 ordinary shares and in his capacity as joint holder of 7 ordinary shares (acting by his attorney Antonio Salini under a power of attorney dated 17 October 2023).

} DocuSigned by:
ASL...
D0F2DDB8F94949B...

Signed by REBECCA SALINI, in her capacity as the sole registered holder of 13 ordinary shares and in her capacity as joint holder of 7 ordinary shares (acting by her attorney Antonio Salini under a power of attorney dated 17 October 2023).

} DocuSigned by:
ASL...
D0F2DDB8F94949B...

Signed by ARISTON U.K. LIMITED, (acting for attorney for Nicholas Salini, Dario Salini, Rebecca Salini and Nicholas Salini, Dario Salini and Rebecca Salini (jointly) in respect of 24 ordinary shares in the Company, pursuant to voting power of attorney dated on or around the date of these Resolutions.

}

Date 18 October2023

Signed by DARIO SALINI, in his capacity as the sole registered holder of 13 ordinary shares and in his capacity as joint holder of 7 ordinary shares (acting by his attorney Antonio Salini under a power of attorney dated 17 October 2023).

}

Signed by REBECCA SALINI, in her capacity as the sole registered holder of 13 ordinary shares and in her capacity as joint holder of 7 ordinary shares (acting by her attorney Antonio Salini under a power of attorney dated 17 October 2023).

}

Signed by ARISTON U.K. LIMITED, (acting for attorney for Nicholas Salini, Dario Salini, Rebecca Salini and Nicholas Salini, Dario Salini and Rebecca Salini (jointly) in respect of 24 ordinary shares in the Company, pursuant to voting power of attorney dated on or around the date of these Resolutions.

DocuSigned by:
Edoardo Pauletta D'Anna
A09726CFC6754A3

Date 18 October2023

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 using one of the following methods:

By Hand: delivering the signed copy to the Company at its registered address;

By Post: returning the signed copy by post to the Company at its registered address;

By Email: by attaching a scanned copy of the signed document to an email to the directors of the Company.

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. 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.
5. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us by this date.
6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.