

Company Number: 07931240

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

ELKE SOLAR LIMITED
(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: 20 September 2019

Date Passed: 20 September 2019

We, being the sole member of the Company, hereby RESOLVE that the following resolutions (the "Resolutions") will take effect as if they had been passed as a special resolution and an ordinary resolution at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT:

- (a) the share capital and share premium of the Company as at the date of this resolution be reduced from £80,133.12 to £0.01 (comprised of £826.12 share capital and £79,307.00 share premium) and such reduction shall be effected by cancelling and extinguishing 82,611 ordinary shares of £0.01 each in the capital of the Company;
- (b) the amount of £79,307.00 standing to the credit of the share premium account of the Company at the date of the passing of this resolution be and is hereby cancelled; and
- (c) the reduction of the share capital and the cancellation of the amount standing to the credit of the share premium account of the Company shall be effected by applying the sums arising therefrom to the Company's distributable reserves.

ORDINARY RESOLUTION

THAT:

Pursuant to the Capital Reduction, a distribution of the entire distributable reserves of the Company, and a distribution in specie, to be satisfied by the assignment of any HMRC receivables to the Company to TM Trading, be declared, to be paid or assigned, as applicable on such time and date as the Directors of the Company may determine, to the sole shareholder.

AGREEMENT

Please read the notes set out below before signing or taking any action on this resolution.

The undersigned, being a person entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions:

TM Trading Limited



20/09/2019

Name of Member

Signature of Member

Date of Signature

MONDAY



Notes:

- (1) It is proposed that the share capital of the Company is reduced in the manner described in the above resolution using the procedure contained in sections 642 to 644 of the Companies Act 2006. This procedure requires a special resolution of the shareholders to be passed, supported by a solvency statement of the directors. **Your attention is drawn to the solvency statement of the directors that accompanies this document. Please note that the above resolution must be passed not later than 15 days after the date of the director's solvency statement in order for the procedure to be valid.**
- (2) If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
 - (a) by delivering it by hand or posting it to 6th Floor, 33 Holborn, London EC1N 2HT marked for the attention of the Company Secretary; or
 - (b) by sending it as an attachment to an email at CompanySecretaries@octopusinvestments.com.
- (3) A member's agreement to a written resolution, once signified, may not be revoked.
- (4) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (5) Pursuant to section 297(1) of the Companies Act 2006 the resolution set out above will lapse if it is not passed within 28 days beginning with the circulation 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.
- (7) 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