

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

BOOTH BROTHERS ENERGY LIMITED

(a company registered in England and Wales no. 08653731)
("the Company")

WRITTEN RESOLUTION OF THE MEMBERS

Circulation Date: 9 November 2017

Date Passed: 9 November 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as an ordinary resolution (the "Resolution").

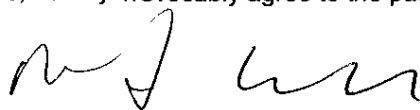
ORDINARY RESOLUTION

1. That the following actual and situational conflicts of Matthew Setchell and OCS Services Limited ("OCS") (together the "Directors") be and hereby are authorised for all purposes and that the Directors be and hereby are authorised to vote and form part of the quorum at any meeting of the Company (along with all other entitlements that may be set out in the Company's articles of association from time to time) when such matters arise; in respect of Matthew Setchell as an employee of Octopus Investments Limited ("Octopus") (the investment manager to Octopus Apollo VCT plc ("OVCT Apollo")) and in respect of OCS as group company of Octopus and, therefore, being interested in the Company entering into a deed of adherence and amendment to the existing shareholders' agreement entered into on 15 January 2014 between Winnipeg Heat Limited ("Winnipeg") (1), Caspian Heat Limited ("Caspian") (2), Octopus VCT plc (3), OVCT Apollo (4), Seed Energy Limited (5), OCS (6), Octopus (7) and the Company (8) (the "Existing Shareholders' Agreement") to be entered into between Winnipeg (1), the Company (2), OVCT Apollo (3), OCS (4), Octopus (5), the Company (6), Octopus Administrative Services Limited ("OAS") (7) and Peter Toland (8), pursuant to which OAS shall make an investment in the Company and OAS and Peter Toland will adhere to the Existing Shareholders' Agreement (as amended) in respect of which Octopus would receive the benefit of covenants and undertakings therein).

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 Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution.


Caspian Heat Limited

9 November 2017
Date of signature



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NOTES: If you wish to agree to the Resolution, 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. If you do not agree to the Resolution 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 Resolution 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 Resolution to be passed they will lapse.