

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

CALABRESE LIMITED
(a company registered in England and Wales no. 09493702)
("the Company")

WRITTEN RESOLUTION OF THE MEMBERS

Circulation Date: 2 July 2021

Date Passed: 2 July 2021

WRITTEN RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that the following resolution be passed as a special resolution as set out below ("Resolution").

SPECIAL RESOLUTION

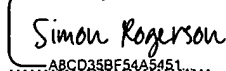
That the provision in article 8.1 of the articles of association of the Company requiring that a transferee of shares in the capital of the Company execute and deliver to the Company a deed of adherence to the shareholders' agreement dated 14 October 2016 and entered into by the Company (1), the EIS Investors (as defined therein) (2), Apus Energy Limited (3), Octopus Investments Nominees Limited ("OINL") (4), Octopus Investments Limited (5), Loddon Power Limited (6) and OCS Services Limited (7), as adhered to, amended and supplemented from time to time), without which the directors of the Company shall not register the transfer be and hereby is disapplied in respect of the transfer to Octopus Administrative Services Limited of all shares in the Company held by OINL.

AGREEMENT TO WRITTEN RESOLUTION

Please read the notes at the end of this document before signifying your agreement to the Resolution.

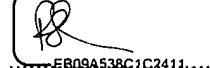
The undersigned being the persons entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution.

DocuSigned by:


.....A8CD35BF54A5451.....

For and on behalf of
Octopus Investments Nominees Limited

DocuSigned by:


.....EB09A538C1C2411.....

For and on behalf of
OCS Services Limited



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 or by returning a signed copy via an electronic signing platform such as DocuSign. 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 it will lapse.