



Modigliani Solar Limited (Registered Company Number: 9941547)
(the "Company")

Written Resolutions of the sole Member of the Company

Circulation date: 26 May 2021 | 13:58 BST
 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the Directors propose that the following resolutions are passed (the "**Resolutions**"). Resolutions 1 is proposed as an ordinary resolution and Resolution 2 is proposed as a special resolution.

ORDINARY RESOLUTION

ysm as

THAT the pre-emption provisions of the articles of association of the Company or any other provisions of pre-emption under the Act, shall not apply to the transfer of 3,820,264 ordinary shares of £0.01 each in the capital of the Company pursuant to, or as contemplated by, the share purchase agreement and share exchange agreement to be entered into between the Sellers and Transferors (as defined therein) (1) and TM Trading Limited (2) in relation to the proposed acquisition by TM Trading of the entire issue share capital of the Company dated 26 May 2021 (the "**Agreements**").

SPECIAL RESOLUTION

That with effect from the date of the Agreements, the Articles of Association in the form attached to this Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to all of the Resolution:

Signed by TM TRADING LIMITED

Date

DocuSigned by:
 Ed Fellows
 B4D2FF0EE7BF4E9...
 26 May 2021

NOTES:

- 1 If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in one of the following ways

- **By Hand:** delivering the signed copy to the Company at the Company's registered office for the attention of the Company Secretary.
 - **Post:** returning the signed copy by post to the Company at the Company's registered office for the attention of the Company Secretary.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to cosec@octopusinvestments.com. Please enter "Written resolutions dated 26 May 2021" in the e-mail subject box.
- 2** If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
- 4** Unless, by midnight on 23 June 2021, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time.