

COMPANY NUMBER 13523989

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF ORI JV HOLDINGS LIMITED (the “Company”)

28-Mar-23

Circulation Date: _____

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ordinary resolution.

ORDINARY RESOLUTION

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £3,570,988 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2023 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution set out in it (the “Resolution”).

The undersigned, being all the members of the Company entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution.

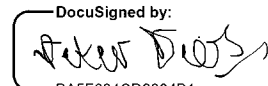
For and on behalf of ORIT Holdings Limited

DocuSigned by:

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Authorised Signatory

29-Mar-23
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Date

For and on behalf of Sky Renewables Sarl

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Authorised Signatory

28-Mar-23
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Date

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company using one of the following methods:
 - 1.1 By hand: delivering the signed copy to UK House, 5th Floor, 164-182 Oxford Street, London, United Kingdom, W1D 1NN
 - 1.2 By post: returning the signed copy by post to UK House, 5th Floor, 164-182 Oxford Street, London, United Kingdom, W1D 1NN.
 - 1.3 Email: by attaching a scanned copy of the signed document to an email and sending it to octopusrenewables@externalservices.com.

You may not indicate your agreement to the Resolution by any other method.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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.
5. 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.