

NAVETAS ENERGY MANAGEMENT LIMITED

(Company Registration Number 06700292)

(the "Company")

Written Resolutions

Passed on 02nd April 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that

- resolution 1 below is passed as an **Ordinary Resolution** on the above date, and
 - resolution 2 below is passed as a **Special Resolution** on the above date
- (together the "Resolutions")

ORDINARY RESOLUTION

- 1 **THAT** the directors of the Company be and they are unconditionally authorised pursuant to Section 551 of the Act to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £96 (being 96 A Preferred Shares of £1 each) to Swarraton Partners LP and others, Navetas S A and University of Oxford This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires

SPECIAL RESOLUTION

2. **THAT** the directors of the Company be and they are empowered for the purposes of Section 570 of the Act to allot equity securities (as defined by Section 560 of the Act) pursuant to the authority conferred by resolution 1 above as if Section 561 of the Act and the pre-emption provisions in the articles of association did not apply to any such allotment

AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolutions on
(the "Circulation Date") hereby irrevocably agrees to the Resolutions

For and on behalf of Christopher Shelley . . .

Date



Pu

NAVETAS ENERGY MANAGEMENT LIMITED

(Company Registration Number 06700292)

(the "Company")

Written Resolutions

Passed on 02nd April 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that

- resolution 1 below is passed as an **Ordinary Resolution** on the above date, and
 - resolution 2 below is passed as a **Special Resolution** on the above date
- (together the "**Resolutions**")

ORDINARY RESOLUTION

- 1 **THAT** the directors of the Company be and they are unconditionally authorised pursuant to Section 551 of the Act to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £96 (being 96 A Preferred Shares of £1 each) to Swarraton Partners LP and others, Naxetas S A and University of Oxford This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires

SPECIAL RESOLUTION

2. **THAT** the directors of the Company be and they are empowered for the purposes of Section 570 of the Act to allot equity securities (as defined by Section 560 of the Act) pursuant to the authority conferred by resolution 1 above as if Section 561 of the Act and the pre-emption provisions in the articles of association did not apply to any such allotment

AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolutions on (the "**Circulation Date**") hereby irrevocably agrees to the Resolutions

For and on behalf of **Christopher Shelley**

Date



For and on behalf of **Christopher
Saunders**
Date



For and on behalf of **Michael Mannering**
Date



For and on behalf of **Swarraton Partners
LP**
Date



For and on behalf of **Swarraton Partners
(Nominees) Limited**
Date




For and on behalf of **Naxetas SA**
Date

For and on behalf of **University of Oxford**
Date

For and on behalf of **Malcolm McCulloch**
Date



For and on behalf of **James Donaldson**
Date

 (AS ATTORNEY)

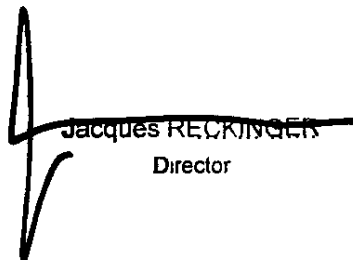
For and on behalf of **Christopher
Saunders**
Date

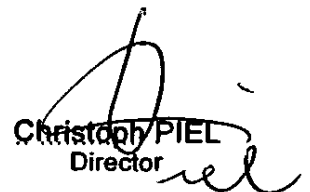
For and on behalf of **Michael Mannering**
Date

For and on behalf of **Swarraton Partners
LP**
Date

For and on behalf of **Swarraton Partners
(Nominees) Limited**
Date

For and on behalf of **Naxetas SA**
Date


Jacques RECKINGER
Director


Christoph PIEL
Director

For and on behalf of **University of Oxford**
Date

For and on behalf of **Malcolm McCulloch**
Date

For and on behalf of **James Donaldson**
Date

. 6074019

For and on behalf of **Christopher
Saunders**
Date

For and on behalf of **Michael Mannering**
Date

For and on behalf of **Swarraton Partners
LP**
Date

For and on behalf of **Swarraton Partners
(Nominees) Limited**
Date

For and on behalf of **Naxetas SA**
Date


For and on behalf of **University of Oxford**
Date

A handwritten signature in black ink, appearing to read "Christopher M. Saunders", with a long, sweeping horizontal stroke extending to the right.

For and on behalf of **Malcolm McCulloch**
Date

For and on behalf of **James Donaldson**
Date

For and on behalf of **Peter Gingold**

 (AS ATTORNEY)

Date

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to the Company Secretary at the Registered Office

Post returning the signed copy by post to the Company Secretary at the Registered Office

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days beginning with the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before 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