

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**MARTANDA LIMITED**

(a company registered in England no. 07702709)  
("the Company")

**WRITTEN RESOLUTION OF MEMBERS**

Circulation Date: 1<sup>ST</sup> APRIL 2014

Date Passed: 1<sup>ST</sup> APRIL 2014

THURSDAY



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 an ordinary resolution ("the Resolution")

**ORDINARY RESOLUTION**

That the following actual and situational conflicts of Martijn Kleibergen ("the Octopus Director") and Nicholas Boyle ("the Lightsource Director") be and hereby are authorised for all purposes and that the Octopus Director and the Lightsource Director 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

- 1 in respect of the Lightsource Director, as a shareholder in and a director and an employee of, Lightsource Renewable Energy Limited ("Lightsource") and, therefore, being interested in the following agreements and transactions
  - 1.1 the entering into of a shareholders' agreement ("the Shareholders' Agreement") to which Lightsource will be a party and under which it will receive the benefit of covenants and undertakings therein,
  - 1 2 the proposed redesignation of each of its 2 deferred shares of £0 01 each in the capital of the Company into ordinary shares of £0 01 each in the capital of the Company ("the Redesignation"), and
  - 1 3 the transfer of its 2 ordinary shares of £0.01 each in the capital of the Company (so redesignated) to OCS Services Limited ("the Share Transfer")
2. In respect of the Octopus Director, as an employee of Octopus Investments Limited ("Octopus") (the investment manager to certain shareholders in the Company and a group company of Octopus Capital Limited, which has advanced loans to and has a shareholding and share option in, as well as the ability to appoint directors to, Lightsource) and, therefore, being interested in the following agreements and transactions
  - 2 1 the entering into of the Shareholders' Agreement pursuant to which it will receive fees and the benefit of covenants and undertakings therein,
  - 2 2 the Redesignation and the redesignation of each of the "B" ordinary shares of £0 01 each into ordinary shares of £0.01 each in the capital of the Company, and
  - 2 3 the Share Transfer

**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

A handwritten signature in black ink, appearing to be 'J. L. ...', written over a horizontal line.

For and on behalf of  
**Octopus Investments Nominees 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, or for the attention of Kim Hawkins by fax on 0800 763 1812 or by email (in PDF format) to [kim.hawkins@sghmartineau.com](mailto:kim.hawkins@sghmartineau.com). 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.