

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**CLEOMEDES ENERGY LIMITED**

(a company registered in England no 07818288)

("the Company")

**WRITTEN RESOLUTION  
OF  
MEMBERS**

THURSDAY



**Circulation Date:** 18/11 . 2011

**Date Passed:** 18/11 2011

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

**THAT** the following actual and situational conflicts of Paul Latham and Nicholas Boyle be and hereby are authorised for all purposes and that Paul Latham and Nicholas Boyle 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

- (i) in respect of Nicholas Boyle, as a director and an employee of Lightsource Renewable Energy Limited ("Lightsource") and, therefore, being interested in the following agreements and transactions
  - (a) the entering into of an investment agreement to which Lightsource will be a party and under which it will receive the benefit of covenants and undertakings therein,
  - (b) the appointment of Lightsource to provide services and the entering into of a project services agreement (including the agreements which will be entered into thereunder) pursuant to which Lightsource will receive fees and the benefit of covenants and undertakings therein,
  - (c) the proposed subsequent transfer of deferred shares and the creation of rights in relation thereto, and
  - (d) any contractual or other relations between the Company and Lightsource, and
- (i) in respect of Paul Latham, as an employee of Octopus Investments Limited ("Octopus") (the investment manager to proposed investors in the Company and a group company of Octopus Capital Limited, which has advanced loans 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.

- (a) the entering into of an investment agreement pursuant to which it will receive fees and the benefit of covenants and undertakings therein,
- (b) the appointment of Lightsource to provide services and the entering into of a project services agreement (including the agreements which will be entered into thereunder) pursuant to which Lightsource will receive fees and the benefit of covenants and undertakings therein, and
- (c) any contractual or other relations between the Company and Octopus and/or investors in the Company and/or Lightsource.

#### AGREEMENT TO WRITTEN RESOLUTION

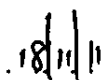
Please read the notes at the end of this document before signifying your agreement to the Resolution

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

  
For and on behalf of OCS Services Limited

  
Date of signature

...   
For and on behalf of Octopus Investments Limited

  
Date of signature

**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 Kim Hawkins by fax on 0800 763 1812 or by email (in PDF format) to kim.hawkins@martineau-uk.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.