

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

- of -

**Cleomedes Energy Limited**

**("the Company")**

**Company number: 7818288**

**Pursuant to Chapter 2 of Part 13 of the Companies Act 2006**

Circulation Date    17 May 2016

We, being the members of the Company, hereby RESOLVE that the following resolutions (the "Resolutions") will take effect as if they had been passed as a special resolution and an ordinary resolution at a general meeting of the Company duly convened and held

**SPECIAL RESOLUTION**

THAT

- (a) the share capital of the Company as at the date of this resolution be reduced from £10,446 16 to £41 95 and such reduction shall be effected by cancelling and extinguishing 1,040,421 ordinary shares of £0 01 each in the capital of the Company,
- (b) the amount of £977,995 74 standing to the credit of the share premium account of the Company at the date of the passing of this resolution be and is hereby cancelled, and
- (c) the reduction of the share capital and the cancellation of the amount standing to the credit of the share premium account of the Company shall be effected by applying the sums arising therefrom to the Company's distributable reserves

**ORDINARY RESOLUTION**

THAT

A distribution in specie of £1,236,019 81 be declared, and that such distribution be satisfied by the transfer by the Company to its shareholder, TM Solar Trading Limited, of the Company's entire interest as a member of Terido LLP, to be transferred by the Company on such date as the directors may determine.

TUESDAY



A16    \*A584YMDM\*    31/05/2016    #210  
COMPANIES HOUSE

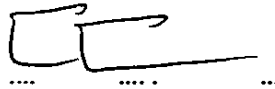
## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution hereby irrevocably agrees to the Resolution

Signed by

.. .

A handwritten signature in black ink, consisting of a stylized 'C' followed by a horizontal line and a small flourish.

For and on behalf of TM Solar Trading Ltd

## NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated next to your name above and returning it to the Company
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, within 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, it will lapse.
- 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