

**THE COMPANIES ACT 2006**

WEDNESDAY



**PRIVATE COMPANY LIMITED BY SHARES**

**ELY INFRASTRUCTURE 6 LIMITED ("the Company")**  
(a company registered in England no 07985533)

**WRITTEN RESOLUTION OF MEMBER**

**Circulation Date:** 5/4 2012  
**Date Passed:** 5/4 2012

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")

**ORDINARY RESOLUTION**


**THAT** the following actual and situational conflicts of Andrew Harwood and Russell Healey be and hereby are authorised for all purposes and that Andrew Harwood and Russell Healey 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 Mr Harwood, as a director of the Company and member of Jenson Partners LLP ("JP"), therefore, being interested in the
  - (a) the entering into of an investment agreement pursuant to which JP will receive fees, and
  - (b) the entering into of an appointment letter between the Company and Andrew Harwood, and
- (ii) in respect of Mr Healey, as a member and employee of Foresight Group LLP ("Foresight") (the investment manager to proposed investors in the Company) and, therefore, being interested in the following agreements and transactions
  - (a) the entering into of an investment agreement pursuant to which Foresight will receive fees and the benefit of covenants and undertakings therein, and
  - (b) any contractual or other relations between the Company and Foresight and/or Foresight VCT plc and/or Foresight 2 VCT plc in the Company

be and hereby are authorised for all purposes and that Mr Harwood and Mr Healey 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

**AGREEMENT TO WRITTEN RESOLUTION**

We the undersigned, having read the notes at the end of this document and being the person 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 Jenson Partners LLP

5/4/2012  
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 Peter Mayhew by fax on 0800 763 1519 or by email (in PDF format) to [peter.mayhew@sghmartineau.com](mailto:peter.mayhew@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.