

ELY INFRASTRUCTURE 6 LIMITED
(the "Company")

Company number 07985533

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

7th February 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

- 1 THAT the reduction of the Company's share capital from £14,000 20 divided into 1,400,020 shares of 1p each (which have been issued and are fully paid up) to £1 40002 divided into 1,400,020 shares of £0 000001 each (one millionth of £1) proposed by the directors and supported by a statement of solvency in the form prescribed by section 643 of the Companies Act 2006 dated 6th February 2013 being less than 15 days prior to the date of this resolution, be and is hereby approved. Such reduction shall be effected by repaying to the holders of 1,400,020 shares paid-up share capital to the extent of £0 999999 per share
- 2 THAT the cancellation of the Company's share premium account the balance of which stands at £1,386,019 80 at the date of this meeting, in order to create a distributable reserve of £1,386,019 80 proposed by the directors and supported by a statement of solvency in the form prescribed by section 643 of the Companies Act 2006 dated 6th February 2013 being less than 15 days prior to the date of this resolution be and is hereby approved

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 on 7th February 2013 hereby irrevocably agrees to the Resolution

Signed by FORESIGHT VCT PLC
acting by its duly appointed attorney
FORESIGHT GROUP CI LIMITED

Date

Signed by FORESIGHT 2 VCT PLC
acting by its duly appointed attorney
FORESIGHT GROUP CI LIMITED

Date

Signed by JENSON PARTNERS LLP

Date

TUESDAY



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7/2/2013
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7/2/2013
[Handwritten signature]
7/2/2013

NOTES

1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement