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**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**RESOLUTIONS OF SHAFTESBURY SOLAR I UK HOLDINGS LIMITED (THE "COMPANY")**  
**PROPOSED AS A WRITTEN RESOLUTION OF THE COMPANY**

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**Circulation Date: 27 MARCH 2020**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("**Directors**") proposes that the following resolution be passed as a special resolution of the shareholders (the "**Special Resolution**"):

**SPECIAL RESOLUTION**

The shareholders of the Company hereby agree:

- pursuant to section 641 of the Act; and
- having regard to the solvency statement of the Directors,

made pursuant to section 643 of the Act not more than 15 days before the date on which this document has been signed by all of the shareholders

that the following composite resolution be passed as a special resolution of the Company:

**THAT** the share capital of the Company be reduced by the cancellation of 1 Ordinary Share, 1,133,997 C Ordinary Shares and 46,284 D Ordinary Shares and the cancellation of the Company's share premium account, with amount of the capital so reduced be credited to a reserve.

**Agreement to the Special Resolution**

Please read the notes below before signifying your agreement to the Special Resolution.

The undersigned, being a member (or a person acting on behalf of the member) of the Company and entitled to vote on the Special Resolution on the Circulation Date, hereby agrees to the Special Resolution:

Signed by **FORESIGHT SOLAR & TECHNOLOGY VCT PLC**, acting by its manager **FORESIGHT GROUP LLP**, acting by a designated member



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Date:

27 March 2020



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COMPANIES HOUSE  
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Signed by **THE VCT CHARITABLE TRUST**,  
acting by a director

Date:

.....  
27 March 2020

Signed by **JENSON PARTNERS LLP**,  
acting by a designated member

Date:

.....  
27 March 2020

#### **NOTES**

1. If you agree the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at the Company's registered office or by e-mail to [Ebrown@foresightgroup.eu](mailto:Ebrown@foresightgroup.eu)  
  
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.
3. If you agree to the Resolution, please ensure that your agreement reaches us before the date at the end of the period of 28 days beginning with the Circulation Date. The Resolution will lapse if sufficient agreement for the Resolution has not been received by that time.