

Scotish

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF NEVIN ENERGY RESOURCES LIMITED (the "Company")
(a company registered in Scotland no. SC320427)

CIRCULATION DATE:16 June..... 2011

DATE PASSED:16 June.....2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution (the "**Resolution**").

ORDINARY RESOLUTION

1. **THAT** the following actual and situational conflicts of Thomas Thorp, John Aiken and Alan Wilson (the "**Relevant Parties**") be and hereby are authorised for all purposes and that the Relevant Parties 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, namely in respect of the Relevant Parties each as directors of the Company and Clarke Power Services Limited ("**Clarke**") and in respect of Thomas Thorp as a representative of Foresight Group LLP, the investment manager of Foresight VCT plc and Foresight 2 VCT plc and, therefore, being interested in the Company approving the transfer of the entire issued share capital of the Company from Foresight VCT plc, Foresight 2 VCT plc and Docherty Heat and Energy Distributor Limited (together the "**Members**") to Clarke (in return for their being issued with shares (of the relevant class) in the capital of Clarke) pursuant to a transfer agreement entered into on the date hereof and made between the Members (1) and Clarke (2).

Dated: 16 June 2011

TUESDAY



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05/07/2011

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COMPANIES HOUSE

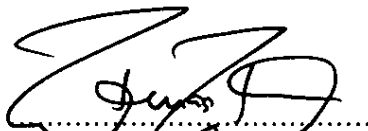
We, the undersigned, being all the members entitled to vote on the Resolution on the circulation date set out at the beginning of this document, hereby irrevocably agree to the Resolution:



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For and on behalf of
Foresight VCT plc



.....
For and on behalf of
Foresight 2 VCT plc



.....
For and on behalf of
Docherty Heat and Energy Distributor Limited

NOTES: If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the company secretary or by email (in PDF format) to: kim.hawkins@martineau-uk.com. 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. Once you have indicated your agreement to the Resolution, you may not revoke your agreement. Unless within 28 days of the circulation date set out on the beginning of this document, sufficient agreement has been received for the Resolution to be passed, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date. 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.