

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ALHAZEN ENERGY LIMITED

(a company registered in England no 07817979)
("the Company")

**WRITTEN RESOLUTION
OF
MEMBERS**

Circulation Date: 13/04 2012
Date Passed: 13/04/2012

SATURDAY



A30 *A18SVA8S* 12/05/2012 #132
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that following resolutions be passed as ordinary and special resolutions as indicated ("the Resolutions")

ORDINARY RESOLUTION

- 1 **THAT** the entering into of the share purchase agreement dated 20 January 2012 made between Free Power for Schools LP (1), Winch Energy Holdings Sarl (2) and the Company (3) in relation to the acquisition of the entire issued share capital of Free Power For Schools 17 Limited be and hereby is ratified for all purposes.

SPECIAL RESOLUTION

- 2 **THAT**, to the extent that consent is required from the holders of "B" Ordinary Shares to the passing and implementation of the above resolution, by agreeing to the above resolution, such consent is hereby given by the holders of all of the issued shares of such class

AGREEMENT TO WRITTEN RESOLUTIONS

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

The undersigned, being the persons entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions

For and on behalf of Octopus Investments Nominees Limited

13/04/2012
Date of signature

NOTES: If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office or for the attention of Kim Hawkins by fax on 0800 763 1812 or by email (in PDF format) to kim.hawkins@sghmartineau.com If you do not agree to the Resolutions, 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 Resolutions, 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 Resolutions to be passed they will lapse.