

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BODMIN SOLAR LIMITED

(the 'Company')

Circulation date: 21 JANUARY 2013

(Passed on 21 JANUARY 2013)

We, the undersigned, being the sole holder of the entire issued share capital of the Company entitling the holders to attend and vote at general meetings of the Company **heroby resolve** in accordance with Chapter 2 of Part 13 of the Companies Act 2006

Ordinary Resolutions

- 1 THAT pursuant to Article 6 of the Articles of Association of the Company, we hereby authorise the situation in which the directors have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Company by virtue of them being directors of Helianthe Holdings BV ('Helianthe'), as well as the directors of the Company, in the proposed conversion of part of the loan from Helianthe to the Company into new Ordinary Shares in the Company
- 2 THAT the situation in which the directors of the Company had a direct or indirect interest that conflicted, or possibly might have conflicted with the interests of the Company by virtue of them being directors of Helianthe, as well as the directors of the Company, on the signing by the directors of the loan letter between the Company and Helianthe dated 5 December 2011 (the 'Loan Agreement'), is hereby authorised and the signing of the Loan Agreement on behalf of the Company is hereby ratified and approved


For and on behalf of
Helianthe Holdings BV

document number LN70363/0007 EU-10975643/1

THURSDAY



A04 *A20RGROQ* #246
24/01/2013
COMPANIES HOUSE

NOTES.

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree, 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, it may not be revoked.
- 3 Unless, within 28 days of the Circulation Date, agreement has been received from you for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.