

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**GNOWEE POWER HOLDINGS LIMITED**

(a company registered in England and Wales no 08769299)  
("Company")

**WRITTEN RESOLUTION OF THE MEMBERS**

Circulation Date: 16 April 2015  
Date Passed: 16 April 2015

**WRITTEN RESOLUTION**

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

**SPECIAL RESOLUTION**

That the pre-emption provisions of article 11 of the articles of association or any other provision of pre-emption under the Act, shall not apply to the transfer of 1,704,350 ordinary shares of 1p each in the capital of the Company to Fern Trading Limited ("the **Buyer**") pursuant to, or as contemplated by, the sale and purchase agreement proposed to be entered into between Octopus Apollo VCT plc and others (1) and the Buyer (2)



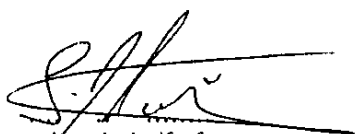
**AGREEMENT TO WRITTEN RESOLUTION**

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

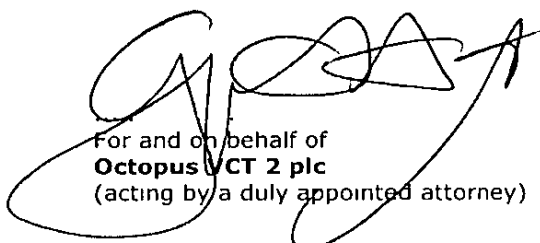
The undersigned being the persons entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution

**NOTES**

If you wish to agree to the Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office for the attention of Alex Davidson by fax on 0800 763 1505 or by email (in PDF format) to alex.davidson@sghmartineau.com. If you do not agree to the Resolution 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 Resolution 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 Resolution to be passed it will lapse.



For and on behalf of  
**Octopus Apollo VCT plc**  
(acting by a duly appointed attorney)



For and on behalf of  
**Octopus VCT 2 plc**  
(acting by a duly appointed attorney)



For and on behalf of  
**OCS Services Limited**



For and on behalf of  
**Octopus Investments Nominees Limited**