

Company No: 09468493

WRITTEN RESOLUTION
of
ELIOS ENERGY HOLDINGS LIMITED (the "Company")

Pursuant to section Chapter 2 of Part 13 of the Companies Act 2006

Circulation date: 12 April 2017

We, being the members of the Company, hereby resolve that the following resolutions (the "Resolutions") will take effect as if they had been passed as a special resolution and an ordinary resolution at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT:

The share capital of the Company as at the date of this resolution be reduced from £472,390,432.01 to £380,223,432.01 and such reduction shall be effected by cancelling and extinguishing 92,167,000 ordinary shares of £0.01 each in the capital of the Company, comprised of £921,670.00 paid up share capital and £91,245,330.00 paid up share premium, the proceeds from which would be added to the distributable reserves of the Company (the "Capital Reduction").

ORDINARY RESOLUTION

THAT:

Pursuant to the Capital Reduction, a distribution of £18,285,000.00 be paid immediately to the shareholder(s) whose names appear on the Company's register of members on 12 April 2017, the Record Date.

AGREEMENT

Please read the notes set out below before signing or taking any action on this resolution.

The undersigned, being a person entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions:

*fem Energy
Holdings Limited*

Name of Member

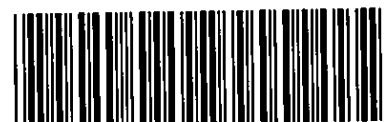


Signature of Member

12 April 2017

Date of signature

THURSDAY



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COMPANIES HOUSE

Notes:

- (1) It is proposed that the share capital of the Company is reduced in the manner described in the above resolution using the procedure contained in sections 642 to 644 of the Companies Act 2006. This procedure requires a special resolution of the shareholders to be passed, supported by a solvency statement of the directors. **Your attention is drawn to the solvency statement of the directors that accompanies this document. Please note that the above resolution must be passed not later than 15 days after the date of the director's solvency statement in order for the procedure to be valid.**
- (3) If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
 - (a) by delivering it by hand or posting it to 6th Floor, 33 Holborn, London EC1N 2HT marked for the attention of the Company Secretary; or
 - (b) by sending it as an attachment to an email at CompanySecretaries@octopusinvestments.com.
- (4) A member's agreement to a written resolution, once signified, may not be revoked.
- (5) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (6) Pursuant to section 297(1) of the Companies Act 2006 the resolution set out above will lapse if it is not passed within 28 days beginning with the circulation date
- (7) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- (8) 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.