

Company number: 09019506

Private Company Limited by Shares

Written Resolutions

of

Cella Acquisition Limited (the "Company")

31 May 2014 (the "Circulation Date")

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

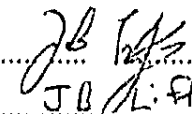
Special Resolutions


- (a) that the directors of the Company be empowered pursuant to section 570 of the 2006 Act to allot equity securities wholly for cash as if section 561 of the 2006 Act and any rights of pre-emption (however expressed) contained in the articles of association of the Company (the "Articles") did not apply to any such allotment, and
- (a) that that the provisions in article 9.5 of the Articles shall not apply to the issue of shares in the capital of the Company up to an aggregate nominal value of £1,000,000

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed: 

Name:  (PRINT NAME)

For and on behalf of . Persephone Capital Partners, LLC

Date. 31 May 2014

Notes

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods.

THURSDAY



"A48E14A1"

A22 28/05/2015 #192

COMPANIES HOUSE

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- **By hand:** delivering the signed copy to Janet Donovan, R71 Rutherford Appleton Laboratory, Harwell, Didcot, Oxfordshire, UK,
 - **E-mail:** e-mailing a pdf of the signed copy to Janet Donovan at the following e-mail address janet.donovan@cellaenergy.com, or
 - **Post:** returning the signed copy by post to the registered office of the Company, marked for the attention of Janet Donovan

If you do not agree to all of the Resolutions, 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 to the Resolutions, you may not revoke your agreement**
3. **Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date**
4. **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**
5. **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 or sending the e-mail (as the case may be). Please also include the name of the person on whose behalf you are signing where indicated in the signature box**