

Company number: 09019506

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

- of -

CELLA ACQUISITION LIMITED
(the "Company")

19 January 2016 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution (the "Resolution")

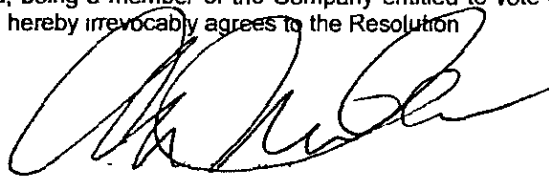
ORDINARY RESOLUTION

- 1 That the appointment of KPMG as auditors of the Company with effect from 12 March 2015 be and is hereby ratified and approved and that the board be authorised to fix their remuneration

AGREEMENT

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

Signed



Name:

ALAN MILLER (PRINT NAME)

For and on behalf of

Date

1/19/16

FRIDAY



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26/02/2016

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COMPANIES HOUSE

Company number 09019506

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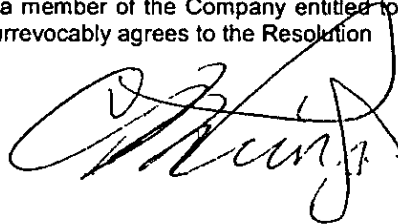
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Signed



Name

Cornelius B. Prior, Jr. (PRINT NAME)

For and on behalf of

Date

Jan. 20, 2016

NOTES

- 2 You can choose to agree to the Resolution. If you agree with the Resolution, 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
 - (i) **by hand** delivering the signed copy to Cella, Building 148, Sixth Street, Thomson Avenue, Harwell Campus, Didcot, OX11 0TR, or by
 - (ii) **by post** returning the signed copy by post to Cella, Building 148, Sixth Street, Thomson Avenue, Harwell Campus, Didcot, OX11 0TR
 - (iii) **by email** by returning the signed copy to office@cellaenergy.com

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by 28 days from the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- 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

Janet, done with copy

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

Signed 

Name DAVID KIEW (PRINT NAME)
For and on behalf of SKS VENTURES, LLC

Date 1-19-16