

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SUPERIOR HEAT LIMITED

(a company registered in England no 07971100)

("the Company")

**WRITTEN RESOLUTION
OF
MEMBERS**

Circulation Date: 05/04/2012

Date Passed: 05/04 2012

WEDNESDAY



R173G18V

RM

18/04/2012

#202

COMPANIES HOUSE

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

That the following actual and situational conflicts of Paul Latham and James Cooper be and hereby are authorised for all purposes and that Paul Latham and James Cooper be and hereby are authorised to vote and form part of the quorum at any meeting of the Company (along with all other entitlements that may be set out in the Company's articles of association from time to time) when such matters arise

- (i) in respect of James Cooper, as a director and an employee of Geothermal International Limited ("GI") and, therefore, being interested in the following agreements and transactions
 - (a) the entering into of an investment agreement to which GI will be a party and under which it will, subject to the investment agreement becoming effective on GI, receive the benefit of covenants and undertakings therein, and
 - (b) any contractual or other relations between the Company and GI, and
- (i) in respect of Paul Latham, as a director and employee of Octopus Investments Limited ("Octopus") (the investment manager to the proposed investors in the Company) and, therefore, being interested in the following agreements and transactions
 - (a) the entering into of an investment agreement pursuant to which Octopus will receive fees and the benefit of covenants and undertakings therein, and
 - (b) any contractual or other relations between the Company and Octopus and/or investors in the Company

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

For and on behalf of
Octopus Investments Nominees Limited

S April 2012

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 Kim Hawkins by fax on 0800 763 1812 or by email (in PDF format) to kim.hawkins@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.