

FILE COPY



CERTIFICATE OF REGISTRATION  
OF A LIMITED PARTNERSHIP

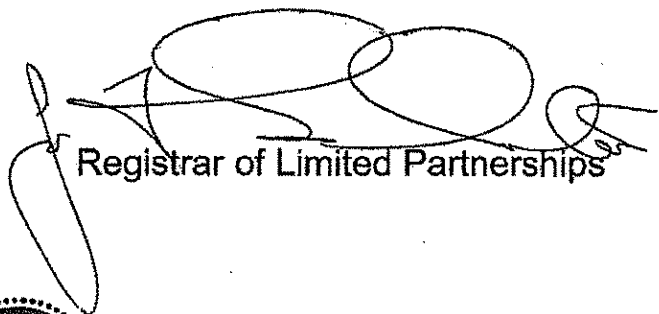
Partnership No. 6528

I hereby certify that the firm

FORESIGHT EUROPEAN SOLAR FUND CIP L.P.

having lodged a statement of particulars pursuant to Section 8 of the  
Limited Partnerships Act, 1907, is this day registered as a Limited  
Partnership.

Given at Companies House, Edinburgh, the 15th April 2008

  
Registrar of Limited Partnerships



*Companies House*

— for the record —

CHFP025

(Registration fee £2)

**Limited Partnership Act 1907**COMPANIES HOUSE  
FEE PAID**LP5****Application for Registration of a Limited Partnership and Statement of particulars and of the amounts contributed (in cash or otherwise) by the Limited Partners.**

(Pursuant to section 8 of the Limited Partnerships Act 1907)

6528

Name of firm or partnership: **Foresight European Solar Fund CIP L.P. (the "Partnership")**

We, the undersigned, being the partners of the above-named firm, hereby apply for registration as a limited partnership and for that purpose supply the following particulars:

**The general nature of the business**

To carry on, in Scotland and elsewhere, the business of investing in partnerships, corporations and other collective investment vehicles, in particular investing in the Fund Partnerships, and to hold and benefit from an investment in such Fund Partnerships and to receive distributions of Carried Interest from the Fund Partnerships, and to carry on such other business as the Operator, in its absolute discretion, may determine, with a view to producing profits for distribution in accordance with the agreement establishing the Partnership.

**The principal place of business**

50 Lothian Road  
Festival Square  
Edinburgh  
EH3 9WJ

**The term, if any, for which the partnership is entered into**

N/A

**If no definite term, the conditions of existence of the partnership**

The Partnership shall terminate on the earlier of (i) 90 days after the date on which the last of the Fund Partnerships in which the Partnership has an interest is terminated or such later date as shall be determined by the Operator and (ii) the happening of any of the following events:

1. the bankruptcy, insolvency, dissolution, liquidation, resignation, withdrawal or expulsion of the General Partner and/or the Operator, in which event the Partnership shall terminate automatically and without notice, unless the General Partner and/or the Operator is replaced with an Affiliate of the General Partner or of the Operator;
2. the agreement of the Operator, the General Partner and a simple majority of the Limited Partners to such termination; or
3. notice served by the Operator on the Limited Partners following any change or proposed change in law or regulation as a result of which, in the reasonable opinion of the Operator, the continuation of the Partnership becomes unlawful, impractical or inadvisable.

**Date of commencement**

14 April 2008

MONDAY



\*SOCHSYV6\*

SCT

14/04/2008

1128

COMPANIES HOUSE

The partnership is limited and the full name and address of each of the partners are as follows:

**General Partners**

**Foresight European Solar Fund CIP GP Limited**  
**50 Lothian Road**  
**Festival Square**  
**Edinburgh**  
**EH3 9WJ**

**Limited partners**

**Bernard Fairman**  
**Blackthorne House**  
**Springwood Park**  
**Tonbridge, TN11 9LZ**

€1

**Peter English**  
**10 Coombe Lane West**  
**Kingston Upon Thames**  
**Surrey, KT2 7BX**

€1

**Donald MacLennan**  
**20 Sherenden Park**  
**Golden Green**  
**Tonbridge, TN11 0LQ**

€1

**Jamie Richards**  
**Upper Sydenhurst Cottage**  
**Mill Lane**  
**Chiddingfold**  
**Surrey, GU8 4SJ**

€1

**Matt Taylor**  
**9 Brassey Hill**  
**Limpsfield**  
**Oxted, RH8 0ES**

€1

**Andrew Page**  
**Toongahra**  
**8 St Albans Road**  
**Reigate, RH2 9LN**

€1

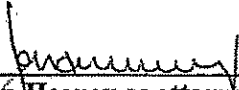
**Gary Fraser**  
**56 Blackmead**  
**Riverhead**  
**Sevenoaks**  
**Kent**  
**TN13 2QU**

€1

**TOTAL**

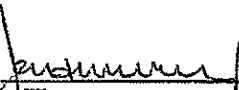
€7

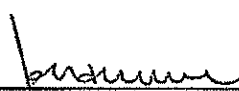
Signature of all the partners

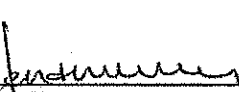
  
Jonathan Heaney as attorney for and on behalf of  
Foresight European Solar Fund CIP GP Limited

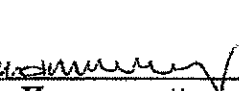
Date 14 April 2008

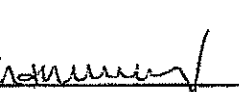
Presentor's reference: FOR/104/1/JZM


  
Jonathan Heaney as attorney for and on behalf of  
Bernard Fairman

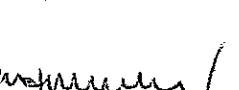
  
Jonathan Heaney as attorney for and on behalf of  
Peter English

  
Jonathan Heaney as attorney for and on behalf of  
Donald MacLennan

  
Jonathan Heaney as attorney for and on behalf of  
Jamie Richards

  
Jonathan Heaney as attorney for and on behalf of  
Matt Taylor

  
Jonathan Heaney as attorney for and on behalf of  
Andrew Page

  
Jonathan Heaney as attorney for and on behalf of  
Gary Fraser

Presented by: Burness LLP, 50 Lothian Road,  
Edinburgh, EH3 9WJ

**Notes**

(i) State amount contributed by each limited partner, and whether paid in cash, or how otherwise.

**Definitions used:**

"Affiliate" means, with respect to any person, any person controlling, controlled by or under common control with such person, provided that any reference to any Affiliate of the Operator or the General Partner shall exclude the Partnership and any entity comprising the Fund;

**"Carried Interest"** means amounts received by the Partnership from the Fund Partnerships by way of "carried interest" (as defined in the Fund Partnership Agreements);

**"Fund"** means the collective investment fund known as the "Foresight European Solar Fund";

**"Fund Partnerships"** means Foresight European Solar Fund LP, a limited partnership to be established in Jersey and registered as a limited partnership under the Limited Partnerships (Jersey) Law 1994 and other entities forming part of the Fund;

**"Fund Partnership Agreements"** means the limited partnership agreements constituting each of the Fund Partnerships; and

**"Operator"** means Foresight Group LLP, in its capacity as operator of the Partnership, or any duly regulated Affiliate of it which is appointed in accordance with the agreement establishing the Partnership for the time being as operator of the Partnership;

This power of attorney is made the 11<sup>th</sup> day of April 2008 by Foresight European Solar Fund CIP GP Limited.

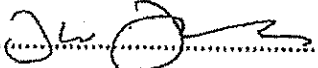
We, Foresight European Solar Fund CIP GP Limited., registered number SC340909 having our registered office at 50 Lothian Road, Festival Square, Edinburgh EH3 9WJ hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson and Jonathan Heaney all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as our true and lawful attorney with full power and authority in our name and on our behalf:-

- 1 to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known or to be known as Foresight European Solar Fund CIP LP;
- 2 to execute any replacement partnership agreement and any documents that are required to be executed by us, in connection with any changes made to any of the documents referred to in paragraph 1 above;
- 3 to execute any deed of assignment or assignation or any other instrument of transfer in respect of our interest or any part thereof in the said Partnership; and
- 4 without prejudice to the generality of the foregoing to execute in our name and to file with the Registrar of Limited Partnerships such statutory form or forms as may be required under the Limited Partnerships Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

This power of attorney shall expire one year from the date hereof. And we undertake to ratify and confirm any action taken lawfully by our attorney pursuant to this power of attorney and to indemnify our attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against him pursuant to the *bona fide* exercise by him of his power pursuant to this power of attorney: IN WITNESS WHEREOF


This power of attorney has been executed by us as a deed at Sevenoaks on the 11th day of April 2008 as follows:-

For and on behalf of Foresight European Solar Fund CIP GP Limited,  
by

.......... Director

.....BERNARD FAIRMAN.....

and

.......... Director/Secretary .....

.....DONALD MACLENNAN.....