

No. 4985731

**The Companies Act 2006**  
**Private Company Limited by Shares**  
**Resolutions in Writing of Greater Gabbard Offshore Winds Limited ("Company")**

The following resolutions in writing were passed pursuant to Section 288(3)(a) of the Companies Act 2006 on **3** November 2008.

**Special Resolutions**

IT IS HEREBY RESOLVED:-

- 1** THAT all of the 1,000,000 shares of £1 each in the capital of the company consisting of 333,350 'A' ordinary shares, 333,350 'B' ordinary shares and 333,300 'C' ordinary shares be re-designated into one class of 1,000,000 ordinary shares of £1 each.
- 2** THAT the regulations contained in the print of the Articles of Association attached to this resolution and for the purposes of identification initialled by a director of the Company be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

  
Director or Secretary

THURSDAY



Certified to be a true  
copy of the original  
Linklaters LLP  
LINKLATERS LLP  
Date 2 December 2008

**Greater Gabbard Offshore Winds Limited**

**Written Resolution**

of the Shareholders of the Company

**Circulation Date: 3 November 2008**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution").

**Special Resolution**

That:

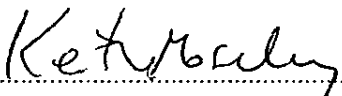
- (a) the regulations contained in the printed document attached to this resolution be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of the Company; and
- (b) all of the 1,000,000 shares of £1 each in the capital of the Company consisting of the existing authorised 333,350 A ordinary shares of £1 each (including the 70 issued A ordinary shares), the existing authorised 333,350 B ordinary shares of £1 each (including the 70 issued B ordinary shares) and the 333,300 C Ordinary Shares of £1 each all be redesignated into one class of £1,000,000 ordinary shares of £1 each, having the rights set out in the Articles of Association referred to above.

**Agreement**

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

The undersigned, being persons entitled to vote on the Resolution on November 2008, hereby irrevocably agree to the Resolution:

SIGNED by  
**NPOWER RENEWABLES LIMITED**  
on being signed by its duly authorised  
signatory

  
in the presence of:

Signature of witness: 

Name: **MATTHEW LEAKE**

Address: **3 Temple Quay, Temple Back East, Bristol, BS7 6DS**

Occupation: **Solicitor**

SIGNED by  
**AIRTRICITY HOLDINGS (UK) LIMITED**  
on being signed by its duly authorised  
signatory

}

  
.....  
in the presence of:

Signature of witness: .....

*Kevin O'Connor*

Name: *KEVIN O'CONNOR*

Address: *ONE SILK STREET, LONDON, EC2Y 8HQ*

Occupation: *TRAINEE SOLICITOR*

**NOTES:**

- 1** If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post.
- 2** 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 midnight on the date falling 28 days after the circulation date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time.

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The above Special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on **3** November 2008, the signatories being members of the Company who were entitled to vote on the resolution on the date on which the resolution was first circulated.

Dated 3 November 2008

**GREATER GABBARD OFFSHORE WINDS LIMITED**  
(Company No. 04985731)

**ARTICLES OF ASSOCIATION**

(Adopted by Special Resolution passed on 3 November 2008)

**Linklaters**

Linklaters LLP  
One Silk Street  
London EC2Y 8HQ

Telephone (+44) 20 7456 2000  
Facsimile (+44) 20 7456 2222

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**Company No: 04985731**

**The Companies Acts 1985 and 1989**

**Private company limited by shares**

**Articles of Association of Greater Gabbard Offshore Winds Limited (the "Company")  
(adopted by Special Resolution passed on 3 November 2008)**

**1 Interpretation**

- 1.1** In these Articles, unless the context otherwise requires or unless expressly provided to the contrary:

the "**Act**" means the Companies Act 1985 including any provisions of the Companies Act 2006 for the time being in force.

"**Board**" means the board of directors of the Company from time to time.

"**Chairman**" means the Chairman of the Board from time to time.

"**Directors**" means directors appointed by the Shareholders in accordance with Article 10.1 (*Directors and reductions in shareholdings*) and "**Director**" means any one of them.

"**Shareholder Agreement**" means an agreement dated 2 November 2008 between (1) Airtricity Holdings (UK) Limited, (2) NPower Renewables Limited, (3) the Company and (4) Airtricity Holdings Limited.

"**Shareholders**" means the registered holders for the time being of the Shares.

"**Shares**" mean the ordinary shares in the capital of the Company and (1) any shares issued in exchange for those shares or by way of conversion or reclassification and (2) any shares representing or deriving from those shares as a result of an increase in, reorganisation or variation of the capital of the Company from time to time.

"**Table A**" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000), the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 and the Companies (Table A to F) (Amendment) Regulations 2007.

- 1.2** Any reference to any statute and other legislation shall include statutory instruments and regulations issued under the relevant statute or legislation and, where the context requires:

- (a) all amendments, re-enactments or consolidations thereof;
- (b) the provisions of any earlier statute or other legislation of which the said reference is itself an amendment, re-enactment or consolidation;
- (c) words denoting one gender include all genders, words denoting individuals or persons include corporations and trusts and vice versa, words denoting

the singular include the plural and vice versa, and words denoting the whole include a reference to any part thereof;

- (d) headings are inserted for ease of reference only and shall not affect construction;
- (e) reference to Articles are to the Articles of these Articles of Association;
- (f) words and expressions defined in the Act shall bear the same meanings in these Articles;
- (g) the words "include", "including" and "in particular" shall be construed as being by way of illustration only and shall not be construed as limiting the generality of any foregoing words;
- (h) references to these Articles or any agreement, deed or instrument is to the same as amended, novated, modified or replaced from time to time; and
- (i) references to any regulatory authority shall include any successor authority on which substantially the same function has then devolved and references to any publication of any regulatory authority is to the same as amended, modified or replaced from time to time.

- 1.3** The Regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified or are inconsistent with these Articles. The Regulations contained in Table A numbered 24, 40, 41, 50, 64, 65-69, 73-75, 81 and 82, 84, 88, 89 and 102 shall not apply but, subject as aforesaid, the following shall be the Articles of Association of the Company.

## **2 Private Company**

The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

## **3 Share capital**

- 3.1** The authorised share capital of the Company at the date of the adoption of these Articles is £1 million divided into 1 million ordinary shares of £1 each.
- 3.2** Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper but only if the allotment otherwise conforms to the requirements of these Articles and the Shareholders Agreement.
- 3.3** The Company may in connection with the issue of any Shares exercise all powers of paying commission and brokerage conferred or permitted by the Act.
- 3.4** Except as ordered by a court of competent jurisdiction or as required by law or expressly contemplated in these Articles or the Shareholders Agreement, no person shall be recognised by the Company as holding any Share upon any trust and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share or any interest in any fractional part of a Share or any other right in respect of any Share except an absolute right to the entirety thereof in the registered holder.

#### **4 Transfers - general**

The Directors shall not register any transfer of Shares in the Company except in the circumstances permitted in and as contemplated by Article 5 or the Shareholders Agreement. In addition, the Directors may decline to register the transfer of a Share on which the Company has a lien. Subject to this, the Directors will sanction any transfer so made, although they may also refuse to register a transfer unless:

- (a) it is lodged at the registered office of the Company or such other place as the Directors may appoint and is accompanied by the certificate for the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (b) it is in favour of less than four transferees.

#### **5 Transfers**

Subject to the provisions of the Shareholders Agreement, unless otherwise agreed in writing by the Shareholders, no Share nor any interest in any share may be sold, transferred, charged, made subject to any option, lien (other than in favour of the Company) or encumbrance or otherwise disposed of by any member entitled thereto.

#### **6 Borrowing powers**

Subject to the provisions of the Shareholders Agreement, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Act, to issue debentures, debenture stocks, loan stock, bonds and other securities.

#### **7 Subsidiary undertakings**

The Company shall exercise all voting and other rights or powers of control exercisable by it in relation to itself and its subsidiary undertakings so as to secure (so far as may be lawful by exercising such rights or powers and consistent with the fiduciary duties of the Directors and, as regards its subsidiary undertakings, only insofar as by the exercise of such rights or powers the Company can secure) that:

- (a) no shares or other securities are issued or allotted by any such subsidiary undertaking and no rights are granted which might require the issue of any such shares or securities otherwise than to the Company or one of its wholly-owned subsidiaries; and
- (b) neither the Company nor any of its subsidiary undertakings transfers or disposes of any shares or securities of any subsidiary undertaking of the Company or any interest therein or any right attached thereto otherwise than with the consent of the Shareholders.

#### **8 Number of Directors**

Unless and until otherwise determined by an ordinary resolution of the Company, the Directors shall be not less than two in number and not greater than five.



## **9 The Board**

### **9.1 Directors and reductions in shareholdings**

**9.1.1** If at any time a Shareholder owns at least 20 per cent. but less than 50 per cent. of the Shares, it shall:

- (i) be entitled to appoint and remove to the extent appointed by them one Director; and
- (ii) to the extent that there is then more than one Director who has been appointed by that Shareholder, it shall procure the resignation of any additional Directors it has appointed as is necessary to ensure that the number of its Director appointees does not exceed one Director.

**9.1.2** If at any time a Shareholder owns 50 per cent. of the Shares, it shall:

- (i) be entitled to appoint and remove to the extent appointed by them two Directors; and
- (ii) to the extent that there is then more than two Directors who have been appointed by that Shareholder, it shall procure the resignation of any additional Directors it has appointed as is necessary to ensure that the number of its Director appointees does not exceed two Directors.

**9.1.3** If at any time a Shareholder owns more than 50 per cent. of the Shares, it shall:

- (i) be entitled to appoint and remove to the extent appointed by them three Directors; and
- (ii) to the extent that there is then more than three Directors who have been appointed by that Shareholder, it shall procure the resignation of any additional Directors it has appointed as is necessary to ensure that the number of its Director appointees does not exceed three Directors.

**9.1.4** If at any time a Shareholder owns less than 20 per cent. of the Shares it will not be entitled to appoint any Directors and to the extent that there is then any Directors who have been appointed by that Shareholder, it shall procure their resignation.

**9.1.5** Any removals of a Director it has appointed by a Shareholder shall take effect without any liabilities on the Company for compensation for loss of office or otherwise except to the extent that the liability arises in relation to a service contract with a Director who was acting in an executive capacity. Any Shareholder removing a Director appointed by it shall fully indemnify and hold harmless the other Shareholder and the Company from and against any claim for unfair or wrongful dismissal arising out of such removal.

**9.1.6** Any appointment or removal of a Director pursuant to Article 9 shall be made by written notice to the Company and the other Shareholders and be

effective on the date that the written notice is received by the Company, or if a later date is given in the notice, on that date.

## **10 Removal of Directors**

**10.1** The office of Director shall be vacated if the Director:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director by reason of any order made under any legislation; or
- (c) in the reasonable opinion of all his co-Directors becomes incapable by reason of mental disorder, serious illness or injury of discharging his duties as Director; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is removed from office by a resolution duly passed under section 303 of the Act.

**10.2** The Directors shall not be subject to retirement by rotation and Regulations 76 to 80 of Table A shall be modified accordingly.

## **11 Chairman**

The Chairman of the Board shall be appointed by rotation, every two years following the date of this Agreement, between the Shareholders who are entitled to appoint at least two Directors to the Board. If the Chairman is not present at any Board meeting, the Directors present may appoint any one of their number to act as Chairman for the purpose of the meeting.

## **12 Alternate Directors**

**12.1** Each Shareholder may appoint (and remove someone so appointed) an alternate for each Director appointed by it. Such appointment shall be made in writing served on the Company. Every such alternate shall (subject to providing an address for such notices) be entitled to receive notices of all meetings of the Directors and, in the absence of the Board of the Director appointing him, to attend and vote at meetings of the Directors and to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon automatically cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for who he acts as alternate but he shall count as only one for the purpose of a determining whether a quorum is present.

**12.2** Every person acting as an alternate shall be acting on behalf of the Director so appointing him and shall be deemed to be the agent of the Director appointing him and the remuneration of any such alternate shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

## **13 Directors' proceedings**

**13.1** Board meetings shall be held in the United Kingdom:

**13.1.1** at least four times a year and at not more than three month intervals; or

**13.1.2** if requested by the Chairman or at least two Directors.

**13.2** Subject as provided in these Articles, the Directors may regulate their proceedings as they think fit. A Director shall be deemed to be present at a meeting if by any means he can hear all the other Directors speaking and all the other Directors can hear him speaking. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Not less than five working days' written notice of meetings of the Directors shall be given to each of the Directors unless a majority of Directors agree to a lesser period of notice.

**13.3** The quorum at a Board meeting shall be:

**13.3.1** a Director appointed by each Shareholder who owns at least 50 per cent. of the Shares; or

**13.3.2** if there are no Shareholders who own at least 50 per cent. of the Shares, any two Directors,

present at the time when the relevant business is transacted. If a quorum is not present within half an hour of the time appointed for the meeting or ceases to be present, the Director(s) present shall adjourn the meeting to a specified place and time five Business Days after the original date. Notice of the adjourned meeting shall be given by the secretary of the Company.

**13.4** Subject as otherwise provided in the Shareholders Agreement all business arising at any Board meeting shall be determined by resolution passed by a majority of Directors present. If at any Board meeting any of the Directors (or their alternates) nominated by a Shareholder are not present, the Directors nominated by such Shareholder who are present shall be entitled to cast the absent Director(s) vote(s) (for those Directors nominated by the same Shareholder). The Chairman shall not be entitled to a second or casting vote.

**13.5** The Shareholders shall use their reasonable endeavours to ensure that at least one Director appointed by each of them attends Board meetings. A person who holds office only as an alternative director shall, if his appointor is not present, be counted in the quorum.

**13.6** Unless otherwise agreed by the Shareholders, at any meeting of the Board each Director present shall be entitled to cast one vote on each issue put to the vote provided that if any Director shall not be present at any meeting of the Board and shall not have appointed an alternate to attend such meeting and vote in his place, the other Director(s) present at such meeting and appointed by the same party as the absent Directors shall be entitled to cast the vote(s) of such absent Directors.

## **14 Directors' interests**

Without prejudice to the obligation of any Director to disclose his interest in accordance with section 317 of the Act, a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereat, and

if he does so vote his vote shall be counted and he shall be taken into account in calculating a quorum for the relevant meeting of the Board and Regulation 94 to 98 of Table A shall be modified accordingly.

## **15 Executive office**

Subject as provided in these Articles and the Shareholders Agreement, the Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company as the Directors may decide such appointment being (subject to section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company), if he ceases to hold the office of Director from any cause, ipso facto and immediately cease to hold such executive office.

## **16 Committees**

**16.1** The Directors may subject to the Shareholders Agreement delegate any of their powers or discretions to committees consisting of two or more Directors which must include at least one Director appointed by each Shareholder entitled to appoint at least two Directors. A committee of the Directors shall include at least two Directors and the quorum for a meeting of any such committee shall be at least two Directors.

**16.2** Insofar as any such power or discretion of the Directors is delegated to a committee, any reference in these Articles to the exercise by the Directors of the delegated power or discretion shall be read and construed as if it were a reference to the exercise of that power or discretion by such committee. In exercising its delegated powers any committee shall conform to any regulations which may from time to time be imposed by the Directors.

## **17 Proceedings of committee meetings**

The meetings and proceedings of any such committee consisting of two or more persons shall be governed *mutatis mutandis* by the provisions of these Articles and the Shareholders Agreement regulating the meetings and proceedings of the Directors, so far as these Articles are not superseded by any regulations made by the Directors under Article 16.2.

## **18 Directors' fees**

Save as provided elsewhere in these Articles, the Directors shall not be paid any fees.

## **19 Age of Directors**

No person shall be disqualified from being appointed a Director and no Director shall be required to vacate that office by reason only of the fact that he has attained the age of 70 years or any other age.

## **20 Directors' shareholding qualification**

No shareholding qualification for Directors shall be required.

## **21 Share rights**

- 21.1** Subject to the provisions in the Shareholders Agreement and subject to any special rights conferred on the holders of any Shares, any Share in the Company may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may by special resolution determine.
- 21.2** Subject to the provisions in the Shareholders Agreement and subject to the Act and to any special rights conferred on the holders of any Shares, the Company may.
- (a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders concerned;
  - (b) purchase any of its own shares (including any redeemable shares); and
  - (c) make payment in respect of the redemption or purchase, pursuant to sections 159 and 160 or (as the case may be) section 162 of the Act and the relevant power under Article 20.2(a) and 20.2(b), of any of its own shares, otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by sections 171 and 172 of the Act.

## **22 Notices**

Every notice calling a general meeting shall comply with the provisions of section 372(3) of the Act and shall specify a reasonably detailed agenda of all matters to be raised, be accompanied by any relevant papers fully supporting the matters to be raised, and be sent by courier or facsimile transmission if sent to an address outside the United Kingdom.

## **23 Proceedings at general meetings**

- 23.1** All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the declaration of a dividend, the consideration of the accounts and the reports of the Directors and auditors, the appointment of and the fixing of the remuneration of the auditors and the fixing of the remuneration of the Directors.
- 23.2** No business shall be transacted at any general meeting unless a quorum is present. A quorum shall consist of:
- 23.2.1** each Shareholder who owns at least 50 per cent. of the Shares present in person or by proxy or by a duly authorised representative; or
  - 23.2.2** if there are no Shareholders who own at least 50 per cent. of the Shares, any two Shareholders present in person or by proxy or by a duly authorised representative;

in each case such persons being entitled to vote upon the business to be transacted  
**PROVIDED THAT:**

if a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting shall be adjourned until two days later at the same time and place or at such other time or place as the Directors may determine and if a quorum is not

present within 30 minutes after the time appointed for such adjourned meeting the meeting shall be dissolved.

- 23.3** It shall not be necessary to give any notice of any adjourned meeting and Regulation 45 of Table A shall be construed accordingly.
- 23.4** A poll may be demanded by the Chairman or by any Shareholder present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be modified accordingly.
- 23.5** Each Shareholder who, being an individual, is present in person or by proxy or, being a corporation is present by a duly authorised representative, has one vote for every Share of which he or it is the holder. The Chairman shall not have a second or casting vote.
- 23.6** A company which is a Shareholder can authorise any person to act as its representative at any meeting. This person is called an authorised representative. An authorised representative can exercise all the powers on behalf of the company in question which that company could exercise if it were an individual Shareholder. This includes the power to vote on a show of hands when the authorised representative is personally present at a meeting. The Directors may require evidence of the authority of an authorised representative.
- 23.7** Any vote cast by an authorised representative and any demand by him for a poll will be valid even though he is, for any reason, no longer authorised to represent that company. However, this does not apply if written notice of the fact that he is no longer authorised has been received at the office of the Company before the day of the relevant meeting or adjourned meeting or before the day a poll is taken.

## **24 Written resolutions etc.**

- 24.1** A resolution in writing executed or approved by facsimile by or on behalf of:
- (a) all the relevant Shareholders in the case of a resolution of the Shareholders; or
  - (b) all the Directors, in the case of a resolution of the Board; or
  - (c) all the members thereof, in the case of a committee of the Directors shall be as valid and effectual as if the same had been duly passed at a general meeting or a meeting of the Board or a committee of the Board (as the case may be) and such written resolution may consist of several documents in like form each executed or approved by one or more persons. Regulations 53 and 93 of Table A shall be modified accordingly.
- 24.2** A meeting of the Board or of a committee of the Board may consist of a conference between Directors who are not all in one place, but each of whom is able (directly or by telephonic communication) to speak to each of the others and to be heard by each of the others simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Subject to the provisions of the Act, all business transacted in such manner by the Board or a committee of the Board shall for the purposes of these Articles be deemed to have been validly and effectively transacted at a meeting of the Board or a committee thereof notwithstanding that

fewer than two Directors or alternate directors are physically present in the same place.

## **25 Indemnity**

In addition to the indemnity contained in Regulation 118 of Table A and subject to the provisions of section 310 of the Act, every director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities properly incurred by him in or about the execution and discharge of the duties of his office.