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The Companies Act 1985 (as amended)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

DONG Energy West of Duddon Sands (UK) Limited

THURSDAY



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29/01/2009

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COMPANIES HOUSE

1. The Company's name is DONG Energy West of Duddon Sands (UK) Limited
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (A) The holding, management and administration of interests in wind farms within the UK territory whether offshore or onshore.
 - (B)
 - (i) To apply for, acquire, hold and exploit any licences, concessions or other rights relating to the production of electricity by wind farms.
 - (ii) To undertake any operations with a view to the generation and marketing of electricity.
 - (iii) To carry on business as an electricity generator and to sell, trade and deal in electricity and its derivatives.
 - (iv) To build, construct, erect, alter, maintain and manage offshore and onshore wind farms for the generation of electricity, cables and other conduction media, and all kinds of plant, machinery, equipment and appliances used or capable of being used in connection with any of the aforesaid businesses or commercial undertakings.
 - (v) To undertake research work and to expend money in experimenting upon developing and testing and in improving or seeking to improve and giving publicity to and placing upon the market any products which the Company may or may propose to purchase, acquire, get, develop, manufacture or distribute or any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (vi) To sell or otherwise dispose of the whole or any part of the undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, debentures or other securities of any company purchasing the same, and to act as a holding company.

- (vii) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.
- (C) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (D) To do all or any of the above things either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (E) To do all such things, and carry on such other activities, as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in no way limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 Ordinary Shares of £1 each. *

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively and preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

*As amended by a written resolution which took effect from 1 July 2008 increasing the authorised share capital to 969,584 ordinary shares of £1.00.

We, the subscriber to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our name.

Name and Address of Subscriber

Number of shares taken by
Subscriber

DONG Wind (UK) Ltd
33rd Floor
City Point
1 Ropemaker Street
London
EC2Y 9UE

One
Ordinary

Dated: 5 February 2008