



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ENECO WIND UK LIMITED (the "Company")

(Registered in England and Wales under company number 6616497)

Circulation Date: 29 August 2013

WEDNESDAY



A44

11/09/2013
COMPANIES HOUSE

#180

We, the undersigned, being the sole member of the Company entitled to vote on the following resolutions on the Circulation Date, hereby agree to the following special resolutions and ordinary resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act")

Ordinary Resolutions

THAT

- 1 With effect from the date on which this resolution is passed and in accordance with paragraph 42 of The Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings Order) 2008, any provision of the Articles of Association of the Company setting the maximum amount of shares that may be allotted by the Company shall be revoked and have no further force or effect

Section 551 Authority

THAT

- 2 In accordance with section 551 of the Act, the Directors are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £55,000,001 provided that
 - (a) the aggregate nominal amount of shares to be allotted in pursuance of such authority is £55,000,001 divided into 55,000,001 Ordinary Shares of £1 00 each,
 - (b) this authority shall only apply insofar as the Company has not renewed, waived or revoked it by ordinary resolution, and
 - (c) this authority shall expire, unless sooner revoked or varied by the Company, five years from the date the resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act

Special Resolutions

THAT

- 3 The Articles of Association of the Company be and are hereby amended by deleting Article 2 in its entirety and deleting Article 3 in its entirety and updating the subsequent numbering and cross-references in the Articles accordingly
- 4 Subject to the passing of resolution 2 above and in accordance with section 570 of the Act the Directors are generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the Act did not apply to any such allotment provided that this power shall
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £55,000,001 divided into 55,000,001 Ordinary Shares of £1 00 each, and
 - (b) expire 5 years from the date the resolution is passed (unless renewed, varied or revoked by the Company prior to that date)

AB

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Duly authorised for Eneco Wind UK B.V.
Date of agreement to resolutions:

TAVENIER

29/8 2013