

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ENECO WIND UK LIMITED (the "Company")

17<sup>th</sup> April 2015

FRIDAY



\*R46IDRT7\*

RM

01/05/2015

#74

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect, in the case of resolution 1 as an ordinary resolution ("**Ordinary Resolution**"), and in the case of resolution 2 as a special resolution ("**Special Resolution**") (together the "**Resolutions**") -

**ORDINARY RESOLUTION**

- 1 **THAT**, in accordance with section 551 of the Act the Directors be 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 ("**Rights**") up to an aggregate nominal amount of £1,000,000 provided that
- (a) the aggregate nominal amount of shares to be allotted in pursuance of such authority is £1,000,000 divided into 1,000,000 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, unless renewed, varied or revoked by the Company, expire 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 or Rights to be granted and the Directors may allot shares or grant Rights 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 80A of the Companies Act 1985 or section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

**SPECIAL RESOLUTION**

- 2 **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, 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 £1,000,000 divided into 1,000,000 Ordinary Shares of £1 00 each, and
- (b) expire five years from the date the resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

#### **AGREEMENT**

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

The undersigned, a person entitled to vote on the above Resolutions on 17<sup>th</sup> April 2015 hereby irrevocably agrees to the Resolutions -



**Director**  
For and on behalf of **ENECO WIND UK B.V.**

**Date**

21/4/2015