

**A PRIVATE COMPANY LIMITED BY SHARES**  
**RECORD OF DECISIONS OF THE SOLE MEMBER**  
**OF**  
**SPIRE ENERGY LTD**  
**(THE "COMPANY")**

**PURSUANT TO SECTION 357(2) OF THE COMPANIES ACT 2006**

**(DECISIONS TAKEN ON 27 NOVEMBER 2017)**

Pursuant to section 357(2) of the Companies Act 2006, this is a record of details of the following decisions taken by the sole member of the Company on the above date, being decisions which may be taken by the Company in general meetings and which have effect as if agreed by the Company in a general meeting as:

**SPECIAL RESOLUTIONS**

**THAT**, the existing issued share capital of the Company be reduced to £1.00 by cancelling and extinguishing 667,754 Ordinary Shares of £1.00 each, issued to and registered in the name of the sole member of the Company as at the date of these resolutions.

**THAT**, the existing share premium account of the Company be reduced by £625,992 and be made available to form part of any future distributable reserves of the Company.

Signed: \_\_\_\_\_

For and on behalf of  
Aviva Investors PIP Solar PV No.1 Limited  
Sole member

Date: 27 November 2017

TUESDAY



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05/12/2017  
COMPANIES HOUSE

#21

**SPIRE ENERGY LTD**  
(the "Company")

Minutes of a meeting of the Directors of the Company held at  
St Helen's, 1 Undershaft, London, EC3P 3DQ on 7 November 2017 at 4.05 p.m.

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Present: Nathaniel Brown  
Fergus Helliwell  
Ian Shervell  
Jolanta Touzard

In attendance:

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1. **CHAIRMAN**

**IT WAS AGREED** that Mr Brown would chair the meeting. The Chairman noted that a quorum was present and declared the meeting open.

2. **PURPOSE OF THE MEETING**

- 2.1 The Chairman reported that the purpose of the meeting was to consider and, if thought appropriate, approve a reduction of the Company's issued share capital from £667,755 to £1.00 by cancelling and extinguishing 667,754 Ordinary Shares of £1.00 of the Company and approve the reduction of the Company's accumulated share premium (presently standing at £625,992 to £0.00), pursuant to section 641 of the Act (the "Capital Reduction").

3. **DIRECTORS' INTERESTS**

Pursuant to section 177 of the Companies Act 2006 (the 'Act') and the Company's Articles of Association (the "Articles"), each of the Directors declared the nature and extent of any interest, direct or indirect, in the proposed transaction or arrangement with the Company forming part of the business to be transacted by the meeting. Having considered the various matters to be discussed at the meeting, and acting reasonably and in good faith, the Directors did not believe that any interest they had could be regarded as likely to give rise to a conflict of interest.

4. **REDUCTION OF CAPITAL**

- 4.1 It was noted that the Articles did not contain a prohibition or restriction on the reduction of the Company's issued share capital.
- 4.2 It was also noted that the following draft documents had been prepared in respect of the proposed Capital Reduction and were available to the meeting:
- 4.2.1 Directors' Solvency Statement;
  - 4.2.2 Resolutions of the sole member of the Company to reduce the share capital of the Company to £1.00 and to reduce the entire capital within the Company's share premium account;

4.2.3 Directors' Statement of Compliance in accordance with section 644(5) of the Act;  
and

4.2.4 Statement of Capital (Form SH19).

The management accounts of the Company dated 30/04/ 2017 (the "Management Accounts") was also available to the meeting.

- 4.3 After due consideration of matters referred to in section 172 of the Act, IT WAS RESOLVED that the Capital Reduction would be in the interest of the sole shareholder of the Company and be hereby approved by this board of directors.

## 5 SOLVENCY STATEMENT

IT WAS RESOLVED that:

- 5.1 the Solvency Statement as presented to the meeting be approved as it was likely to be in the best interests of the Company and its sole member; and
- 5.2 the Solvency Statement be signed by each Director of the Company.

## 6 RESOLUTIONS OF THE SOLE SHAREHOLDER

IT WAS RESOLVED that the draft shareholder resolutions approving the intended Capital Reduction, in the form presented at the meeting, be approved and that it be forwarded to the sole member of the Company for consideration and signing.

The Chairman adjourned the meeting in order for the draft resolutions to be signed by the member.

The Chairman reconvened the meeting and presented to the Board a duly signed resolution.

## 7 STATEMENT OF COMPLIANCE

IT WAS RESOLVED that, subject to the Solvency Statement having been signed by all the Directors of the Company and the shareholder resolutions approving the Capital Reduction having been duly passed, a Statement of Compliance, as available to the meeting be approved.

## 8 STATEMENT OF CAPITAL

- 8.2 IT WAS RESOLVED that a Statement of Capital (Companies House Form SH19) as presented to the meeting, reflecting the issued share capital of the Company following the proposed Capital Reduction be approved.
- 8.3 IT WAS FURTHER RESOLVED that any officer of the Company, including the company secretary, be authorised to sign said Form SH19 and submit it to Companies House no later than 15 days from the date of the resolutions as referred to in paragraph 6 above.

## 9 PROCEDURAL REQUIREMENTS

- 9.2 IT WAS RESOLVED that arrangements be made to deliver the following documents to the Registrar of Companies:
- 9.2.1 the Directors' Solvency Statement;


- 9.2.2 the Member's Written Resolutions;
- 9.2.3 the Statement of Capital (Form SH19); and
- 9.2.4 the Directors' Compliance Statement.

**10 FURTHER ASSURANCE**

IT WAS RESOLVED that any Director of the Company be and are hereby authorised to execute and deliver any such documents and generally carry out all such acts deemed necessary to facilitate the Capital Reduction.

**11 CLOSE OF MEETING**

There being no other business, the Chairman declared the meeting closed.

  
Chairman