

Company No. 08572223

**The Companies Acts 1985 to 2006**

**Company limited by shares**

**Resolution**

- of -

**MTS Rydon Solar Limited  
(the Company)**

On 10 DECEMBER 2015 the following resolution was duly passed as a written resolution in accordance with sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company

**SPECIAL RESOLUTION**

That the articles of association of the Company be amended by inserting the following new article 9 3:

"9.3 Notwithstanding anything contained in the Articles (including, for the avoidance of doubt, Article 9 1 and provisions incorporated from the Model Articles or Model PLC Articles)

9 3 1 the Directors may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and

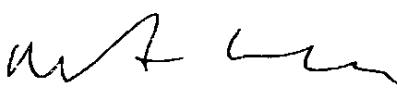
9 3 2 a holder of shares in the Company is not required to comply with any provision of the Articles (including, for the avoidance of doubt, Article 9 1 and provisions incorporated from the Model Articles or Model PLC Articles) which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

9.3 3 executed by a bank or institution to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,

9 3 4 executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or

9 3.5 to any such bank or institution (or to its nominee) pursuant to any such security "

  
Director

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TUESDAY



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