Lloyds Bank European Infrastructure Carry Ltd
(Company Number SC390152)

We, the undersigned, being all the Members of the Company, pass the following resolutions as Resolutions in Writing

ORDINARY RESOLUTIONS

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (the '**2006 Act**'), the Directors of the Company (them '**Directors**') be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of **£249** provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31st July, 2013 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted 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 551 of the 2006 Act, but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of **£249**; and

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2.2 expire on 31st July, 2013 (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.

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For and on behalf of
Uberior Fund Holdings Ltd

Date: 10 JUNE 2013

Certified a true copy/~~extract~~

~~Company Secretary/Deputy Secretary~~
Assistant Company Secretary

20th December 2013