



THURSDAY



UK GREEN INVESTMENT BANK LIMITED

REGISTERED NO. SC424067 (the "Company")

**WRITTEN RESOLUTIONS OF THE COMPANY**

**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

The directors of the Company propose that the following written resolutions be passed by the Company, resolution 1 as a special resolution and resolution 2 as an ordinary resolution.

1. **THAT**, subject to the passing of resolution 2 below and in accordance with section 569 of the Companies Act 2006, the directors of the Company be empowered to allot the equity securities set out in resolution 2 (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment.
2. **THAT** the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot the shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £1,567,450,000.00 provided that this authority shall expire on the day which is five years from (and including) the date of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares or grant Rights pursuant to any such offer or agreement as if this authority had not expired; and, other than the authority to allot one special share in the Company granted under an ordinary resolution of the Company passed on 13 March 2017, all unexercised authorities previously granted to the directors to allot shares or grant Rights be and are hereby revoked.

Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is the date on which copies of the resolutions are first sent to members, being 16 August 2017) should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to UK Green Investment Bank Limited, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX or send a copy by email to Euan.McVicar@greeninvestmentbank.com.

These resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise they will lapse.

Signed ..... *Paul Norris* .....

for and on behalf of the Secretary of State for Business, Energy and Industrial Strategy

Name of registered holder ..... *PAUL NORRIS* .....

Date ..... *16 August 2017* .....