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A11 17/01/2017 #336

COMPANIES HOUSE

## THE COMPANIES ACT 2006

### PRIVATE COMPANY LIMITED BY SHARES

**TENTH SOLAR PROJECT LIMITED**  
(a company registered in England no. 08133876)  
("the Company")

#### WRITTEN RESOLUTION OF MEMBER

Circulation Date: 11. 01. ... 2017

Date Passed: 12. 01. ... 2017

Under Chapter 2 of Part 13 of the Companies Act 2006, the sole member of the Company proposes that the following resolutions are passed as special resolutions ("the Resolutions").

#### SPECIAL RESOLUTIONS

1 That the articles of association of the Company (the "Articles") be amended by:

1.1 deleting article 4 and replacing it with the following new article 4:

##### "4 NUMBER OF DIRECTORS

The number of directors (other than alternate directors) shall not be the subject to any maximum but shall not be less than one. A sole director shall have all the powers, duties and discretions conferred on or vested in the directors by these Articles."

1.2 deleting article 6 and replacing it with the following new article 6.

##### "6 QUORUM FOR DIRECTORS' MEETINGS

6.1 Subject to the provisions of Model Article 11, the quorum for the transaction of business at a meeting of directors is any two directors or, where there is only one director in office for the time being, that director.

6.2 The following shall be added as paragraph (4) to Model Article 11:

"(4) If, as a consequence of section 175(6) of the 2006 Act, a director cannot vote or be counted in the quorum at a directors' meeting then the following shall apply –

(a) If the eligible directors participation in the meeting do not constitute a quorum then the quorum for the purposes of the meeting shall be reduced by one for each director who cannot vote or be counted in the quorum, and

(b) If despite sub-paragraph (a) the eligible directors participating in the meeting still do not constitute a quorum or there are no eligible directors then the meeting must be adjourned to enable the shareholders to authorise any situation in which a director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company"

6.3 Model Article 11(2) shall not apply to the Company."

2. That all actions taken, resolutions passed and/or business undertaken by the sole director of the Company prior to the date of these Resolutions shall be and are hereby approved and ratified, notwithstanding that the number of directors of the Company was, prior to the passing of resolution 1 above, less than the number of directors necessary to constitute a quorum under the Articles.

#### **AGREEMENT TO WRITTEN RESOLUTIONS**

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

The undersigned, being the person entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agrees to the passing of the Resolutions.



For and on behalf of

**SF POWER PLANT 1 LIMITED**

**NOTES:** You may choose to agree to all of the Resolutions or none of them, but you may not agree to some only of the Resolutions. If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office or for the attention of Kim Hawkins by fax on 0121 214 0112 or by email (in PDF format) to: kim.hawkins@shma.co.uk. If you do not agree to the Resolutions you need not do anything. You will not be deemed to agree if you fail to respond. Once you have indicated your agreement to the Resolutions you may not revoke your agreement. Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed they will lapse.