

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION

of

DREACHMHOR WIND FARM LIMITED]

("Company")

PASSED ON 2 April 2014

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on 2 April 2014 as a special resolution as indicated below

SPECIAL RESOLUTION

That the articles of association of the Company be amended by inserting the following as a new article 86

"SHARES CHARGED TO FINANCIAL INSTITUTIONS

Registration of shares

86 - (1) *Notwithstanding anything contained in these Articles-*

(a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and

(b) a holder of shares in the Company is not required to comply with any provision of the 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 by way of any pre-emption rights or otherwise before any transfer may take place,

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

(i) 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,

(ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or

(iii) to any such bank or institution (or to its nominee) pursuant to any such security


A certificate by any officer of such bank or institution or of any such appointed receiver or manager that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

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COMPANIES HOUSE

(2) Notwithstanding anything contained in these Articles, the Company or the directors (or director if there is only one) of the Company may not exercise any or its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or institution "


Director