

Registered No. 04493791

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of**

**GLENS OF FOUDLAND WIND FARM LIMITED
(the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

The BOARD PROPOSES THAT the articles of association of the Company be altered by inserting below the present article 12.1 the following new article 12.2:

12.2 Notwithstanding anything to the contrary in the articles of association of the Company, the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer:

(A) is to:

- (i) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "**Financial Institution**") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a "**Security**") that benefits a Financial Institution; and/or
- (ii) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "**Receiver**") pursuant to powers granted to it under the Security; and

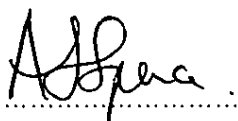
(B) is delivered to the Company for registration in order to enforce, perfect or protect any Security of a Financial Institution; or

(C) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of Security.



By order of the board:


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Director

Dated 5 October 2009

INFORMATION REQUIRED TO COMPLY WITH

SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 5 October 2009 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

**AGREEMENT BY ELIGIBLE MEMBERS
TO WRITTEN RESOLUTION**

We, being together all the eligible members of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution.



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For and on behalf of
Centrica Renewable Holdings Limited

Dated: 5..... October 2009