

Registered No. 06707821

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION  
of**

**CENTRICA RENEWABLE HOLDINGS LIMITED  
(the "Company")**

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

**SPECIAL RESOLUTIONS:**

The BOARD PROPOSES THAT:

1. the name of the Company be changed from Centrica Renewable Holdings Limited to GLID Wind Farms TopCo Limited; and
- (A) the articles of association of the Company be altered by inserting the following new article 8.3 (*in italics below*) below the present second paragraph of article 8 such that the existing first, second and third paragraphs of the same article are numbered as articles 8.1, 8.2 and 8.4, respectively:

**8. Transfer and Transmission of Shares**

- 8.1 The instrument of transfer of the subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly.
- 8.2 The directors may, in their absolute discretion, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.
- 8.3 *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*

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*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*

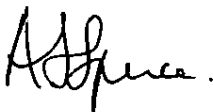
*(B) is delivered to the Company for registration in order to enforce, perfect or protect any Security of a Financial Institution; or*

*(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.*

- 8.4 A person who becomes entitled to a share by reason of any event (other than death or bankruptcy) giving rise to its transmission by operation of law shall have the same rights of election and other rights as a person entitled by transmission to a share as a consequence of death or bankruptcy. Regulations 30 and 31 of Table A shall be modified accordingly.

By order of the board:



Director

Dated 5 October 2009

**INFORMATION REQUIRED TO COMPLY WITH****SECTION 291(4) OF THE COMPANIES ACT 2006**

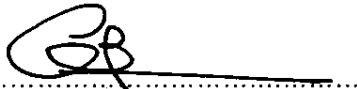
1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is ..5... October 2009 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible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

The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

**AGREEMENT BY ELIGIBLE MEMBERS  
TO WRITTEN RESOLUTIONS**

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

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

A handwritten signature in black ink, appearing to be 'GB', is written over a horizontal dotted line.

For and on behalf of  
**Centrica Renewable Energy Limited**

Dated: ..5...October 2009



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 6707821

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**CENTRICA RENEWABLE HOLDINGS LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**GLID WIND FARMS TOPCO LIMITED**

Given at Companies House on **8th October 2009**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES