

Company number 3387045

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**AES UK HOLDINGS LTD**  
**("the Company")**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the company proposed that the following resolution be passed as ordinary resolutions

**Ordinary resolutions**

- 1 That pursuant to Paragraph 43 of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the directors be and are authorised to exercise any power of the company under section 550 of the Companies Act 2006, for so long as the company is a private limited company with only one class of shares, to (i) allot shares of that class and/or (ii) grant rights to subscribe for or to convert any security into such shares
- 2 That the proposed allotment of one ordinary share of £1 in the capital of the Company to its sole shareholder, AES Global Power Holdings B.V for a subscription price of \$714,922.80 (equivalent to £443,555.53 sterling), such subscription price being wholly satisfied by the transfer by AES Global Power Holdings B.V to the Company of 40 per cent of the issued shares of AES Mont Blanc Holdings B.V, be approved and that the directors be authorised and directed to register the said allotment accordingly

**Agreement of Eligible Member**

The undersigned, being the sole eligible member on Feb, 25, 2011 (the "circulation date"), irrevocably agrees to the resolutions set out above

Signed



Evgenia Rodionova  
for and on behalf of AES Global Power Holdings B.V

Date Feb. 25, 2011

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