

Registered No. 04155137

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of

CENTRICA (LW) 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 (LW) Limited to Lynn Wind Farm Limited; and
2. the articles of association of the Company be altered by inserting the following new article 8.2 (*in italics below*) below the present article 8.1 such that the existing article 8.2 is renumbered as 8.3:
 - 8.1 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.
 - 8.2 *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*

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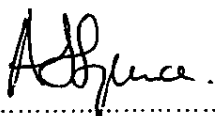
COMPANIES HOUSE

- (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.

- 8.3 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 a special resolutions.


.....
For and on behalf of
Centrica Renewable Holdings Limited

Dated: 5 October 2009



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4155137

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

CENTRICA (LW) LIMITED

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

LYNN WIND FARM LIMITED

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



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**