

COMPANIES ACT 2006
WRITTEN RESOLUTION

WEDNESDAY



of
SUTTON BRIDGE INVESTORS (the "Company")
Company number 03398665

Circulation date 27 March 2013

We, the undersigned, together being the sole members of the Company hereby agree, pursuant to section 283 of the Companies Act 2006, that the following written resolution be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company

THAT the Articles of Association of the Company be altered by deleting the present article 33.5 in its entirety and replacing it with the following:

"33.5 Subject to Article 33.6, the directors may in their absolute discretion refuse to register the transfer of a share to any person (provided that the transfer does not relate to a share which has been charged or is otherwise subject to security in favour of any third party or to the enforcement of any such security), whether or not it is fully paid or a share over which the Company has a lien, and if they do so, notice of refusal must be given to the transferee and the instrument of transfer must be returned to the transferee (unless they suspect that the proposed transfer may be fraudulent) together with the reasons for their refusal, as soon as practicable and in any event within two months after the date on which the transfer is lodged with the Company. Regulation 24 of Table A shall be modified accordingly.

33.6 The directors shall promptly register any transfer of shares which have been charged by way of security whether the relevant transfer is to the chargee or to its nominee or to any other person on the enforcement by the chargee of its security."

27
Date: MARCH 2013

SIGNED

For and on behalf of

EDF Energy (Sutton Bridge Holdings) Limited

ORIGINAL SEEN
CERTIFIED A TRUE
COPY

Signed..

Name of Solicitor

RINKU BHADANI

Date

21/05/2013

SJ BERWIN LLP

10 Queen Street Place, London, EC4R 1BE
T +44 (0)20 7111 2222

Notes to members:

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
 - (a) by delivering it by hand or by posting it to 40 Grosvenor Place, Victoria, London, SW1X 7EN marked for the attention of the Company Secretary; or
 - (b) by faxing it to [DETAILS TO BE PROVIDED] marked for the attention of the Company Secretary
- 2 A member's agreement to a written resolution, once signified, may not be revoked.

- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The resolution set out above must be passed before the end of 2013 otherwise it will lapse
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document