

No. 3782700

THE COMPANIES ACT 2006

Private Company Limited by Shares

Written Resolutions of Eggborough Power Limited

The following Ordinary and Special resolutions were passed as Written Resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on the dates given below

ORDINARY RESOLUTIONS

- 1 THAT the provision of the Company's memorandum as to authorised share capital which is now treated as a provision of the Company's Articles of Association setting out the maximum amount of shares which may be allotted by the Company by virtue of Paragraph 42 of Schedule 2 of The Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 be removed from the Company's Articles of Association

Date of the resolution 17 December 2010

- 2 THAT the Directors shall have the powers given by Section 550 of the Companies Act 2006 (the "2006 Act") to allot shares and to grant rights to subscribe for or convert any security into shares

Date of the resolution 17 December 2010

SPECIAL RESOLUTIONS

- 3 THAT the Directors be empowered pursuant to Section 569 of the 2006 Act to allot ordinary shares in the capital of the Company as if Section 561(1) of the 2006 Act did not apply to any such allotment

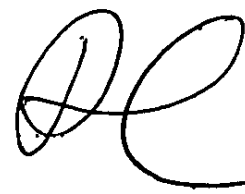
Date of the resolution 17 December 2010

- 4 THAT the Articles of Association of the Company be and are hereby altered by removing the existing article 2 and by the addition of the following as a new article 2 "[Left intentionally blank]"

Date of the resolution 17 December 2010

SATURDAY



  
Director  
3 2 2010

**Eggborough Power Limited  
(Company Number: 03782700) (the "Company")**

**Please note that pursuant to section 28 of the Companies Act 2006 clauses 1 to 6 of the Company's memorandum of association are now deemed to fall part of the Company's articles of association.**