

Company number  
5975475

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS OF

**TAQA BRATANI LIMITED**

(the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolutions be passed as special resolutions by the sole shareholder of the Company:

1. That:

- (a) the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of £73,387,293.
- (b) this authority shall expire on the expiry of the period five years from the date of this resolution;
- (c) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
- (d) any previous unutilised authorities under section 80 of the Companies Act 1985 and section 551 of the Companies Act 2006 shall cease to have effect.

2. That:

- (a) the directors be given power (subject to the passing of resolution 1 set out above) to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred on them by resolution 1 above under section 551 of the Companies Act 2006 as if section 561 of the Companies Act 2006 did not apply to the allotment;
- (b) this power shall expire on the expiry of the period five years from the date of this resolution;
- (c) any previous unutilised authorities under section 95 of the Companies Act 1985 and sections 570 and 573 of the Companies Act 2006 shall cease to have effect; and
- (d) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

3. That the articles of association of the Company be amended as follows

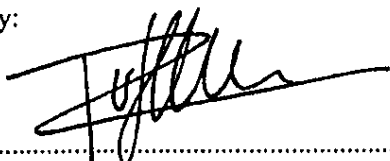


- (a) Article 2.2 be deleted in its entirety;
- (b) provision number 5 of the Company's memorandum of association (stating that "the Company's share capital is £1000.00 divided into 1000 shares of £1.00 each") which, by virtue of section 28 of the Companies Act 2006, is treated as a provision of the articles of association, be deleted in its entirety;
- (c) Articles 3.1, 3.2 and 3.3 be deleted in their entirety;
- (d) Article 13.1 (b) be amended so that it reads "no securities or Shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company, save that no such consent shall be required in the event that such securities or Shares are to be issued to, or put under option in favour of, the Parent Company; and".

**Agreement of eligible member**

The undersigned, being the sole eligible member on .....9 December..... 2009 (the circulation date), irrevocably agrees to the resolutions set out above:

Signed by:

A handwritten signature in black ink, appearing to be 'J. Hutchison', written over a dotted line.

.....  
for and on behalf of Taqa Europa B.V. (sole member)

Date: 9 Dec. 2009

The sole eligible member must signify its agreement to the proposed resolutions as follows: (i) **by hand**, by delivering a signed copy to Sandy Hutchison, Legal Manager, TAQA House, Prospect Road, Arnhall Business Park, Westhill, Aberdeenshire AB32 6FE; or (ii) **by post**, by sending a signed copy to Sandy Hutchison, Legal Manager, TAQA House, Prospect Road, Arnhall Business Park, Westhill, Aberdeenshire AB32 6FE.

The sole eligible member must signify its agreement to the proposed resolutions within the period of 28 days from and including the circulation date. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.