

Company No. 07107382

TUESDAY



LD1 *L7ZMB25K* 19/02/2019 #22
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SMART WIND LIMITED

(the "Company")

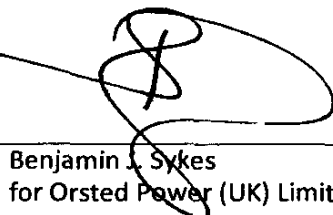
Circulated on 19 February 2019
(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolution as a special resolution (the "Resolution"):

SPECIAL RESOLUTION

THAT having inspected the solvency statement made in compliance with section 642(1) CA 2006 signed by the directors of the Company and pursuant to section 641(1)(a) CA 2006, the share capital of the Company be reduced from 94,960,176 ordinary shares of £0.13 each by cancelling and extinguishing 94,960,076 ordinary shares of £.13 each and the reserve thereby created shall, in accordance with Regulation 3(2)(b) of the Companies (Reduction of Share Capital) Order 2008 (No. 1915), be treated for the purposes of Part 23 CA 2006 as realised profit capable of distribution.

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned, being the sole member entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.


Benjamin J. Sykes
for Orsted Power (UK) Limited


Matthew R. Wright
for Orsted Power (UK) Limited

Notes:

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by one of the following methods:
 - (i) **By hand or by post:** by returning the original signed document to Ørsted Legal Secretariat, 5 Howick Place, London, SW1P 1WG; or
 - (ii) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to THENT@orsted.co.uk. Please enter "Written resolution dated _____" in the e-mail subject box.

If you return the signed document by fax or e-mail, please also forward the original signed document by hand or by post to the address noted at (i) above for the company to keep with its records. In such case, your agreement received by e-mail or fax (provided it satisfies the stated requirements) will be used for the purposes of calculating whether sufficient agreement has been received, unless the original sent by hand or by post is received first.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once the Company has received your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless, by the end of 27 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.
- 4 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.