

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION

of

FIVE OAKS SOLAR PARK LIMITED

("Company")

PASSED ON 4th October 2012

WEDNESDAY



A1JPJWYI

A34

17/10/2012

#116

COMPANIES HOUSE

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on 4th October 2012 as a special resolution as indicated below

SPECIAL RESOLUTION

1 **THAT** the Articles of Association of the Company be and are hereby amended by

1 1 the insertion of the following new Article as Article 24 3

"Notwithstanding anything contained in these Articles, no lien conferred by these Articles shall attach to shares whether fully paid or not charged by way of security to a Secured Party ",

1 2 the insertion of the following new article as Article 37 5

"Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer

45.5 1 is to any Secured Party, or

45 5.2 is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or

45 5 3 is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company to a Secured Party or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not ",

- 1.3 the insertion of the following additional definition into Article 1 1 at the appropriate place in alphabetical order

""Secured Party" means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf ", and

- 1 4 the deletion of each of Articles 26 to 33 (inclusive) in their entirety and the insertion of the following wording in their place

" 26 Intentionally left blank "

" 27 Intentionally left blank "

" 28 Intentionally left blank "

" 29 Intentionally left blank "

" 30 Intentionally left blank "

" 31 Intentionally left blank "

" 32 Intentionally left blank "

" 33 Intentionally left blank "



Director