

Company Name: **ISLIP SOLAR PARK (HOLDINGS) LIMITED**  
(the "Company")

Company Number: **07853079**

**WRITTEN RESOLUTION**

proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date:

*11 June*

**2019**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution contained on **PAGE 2** of this document be passed as an ordinary resolution within the meaning of section 282 Companies Act 2006.

**Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the ordinary resolution.**

Dated:

*11 June* 2019

*L. Misra*

By Order of the Board  
Director

Registered Office: C/O Low Carbon Ltd  
13 Berkeley Street  
London  
England  
W1J 8DU



#### ORDINARY RESOLUTION

**THAT** a distribution in specie be declared to the sole eligible member of the Company registered in the register of members of the Company at the time that this resolution is effective, namely GSII Infra 3 UK Solar Ltd (the "**Parent**"), and such distribution be satisfied by transferring its entire shareholding in the share capital of Islip Solar Park Limited (the "**Subsidiary**") to the Parent, and the directors of the Company be and are hereby authorised and directed to do all necessary acts and make all necessary arrangements in order to effect the transfer of all its shares in the Subsidiary to the Parent without any further consent or approval from the Parent.

### **IMPORTANT NOTES**

- 1 If you agree with the ordinary resolution contained on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:
  - (a) **By hand:** delivering the signed copy to Daniel Down at Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU;
  - (b) **By post:** returning the signed copy by post to Daniel Down at Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU; or
  - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [daniel.down@gowlingwlg.com](mailto:daniel.down@gowlingwlg.com).
- 2 If you do not agree to the ordinary resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the ordinary resolution, you may not revoke your agreement.
- 4 Unless, by \_\_\_\_\_ (being the period of 28 days beginning with the circulation date of this written resolution), sufficient agreement has been received for the ordinary resolution to be passed, it will lapse. If you agree to the ordinary resolution, please ensure that your agreement reaches us before or during this date. However, please note that unless the resolution is passed before \_\_\_\_\_, the declaration of a dividend resolved on by the resolution will not take effect.

**AGREEMENT**

*Please read the important notes on **PAGE 3** of this document before signifying your agreement to the ordinary resolution set out on **PAGE 2**.*

The undersigned, being the sole member entitled to vote on the ordinary resolution contained on **PAGE 2** of this document on 11 June 2019, hereby irrevocably agrees to that ordinary resolution.

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**Name of Shareholder**

**Signature**

**Date**

Duly authorised signatory  
for and on behalf of  
**GSII INFRA 3 UK**  
**SOLAR HOLDCO LTD**  
(CRN: 10708819)



11 June 2019

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