

FCP SOLAR LTD

REGISTERED NUMBER 08396602

(THE "COMPANY")

PROPOSED AS A WRITTEN RESOLUTION

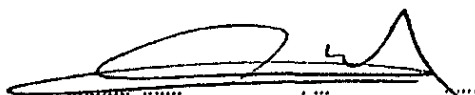
Circulation Date: 23 January 2014

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), we, being the eligible members of the Company representing at least 75% of the voting rights of all of the eligible members of the Company as at the date of this written resolution, irrevocably agree that the following resolution is passed as a special resolution

THAT the document attached to this written resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

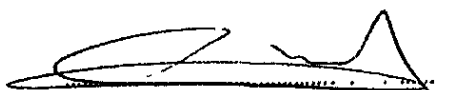
Signed by

Director, for and on behalf of
STRETHAM RENEWABLES LIMITED



KIER PETHERICK

Authorised signatory, for and on behalf of
HANWHA Q CELLS GMBH



**KIER PETHERICK on behalf of
LUKE PALMER under power of attorney**



**KIER PETHERICK on behalf of
ADAM PALMER under power of attorney**



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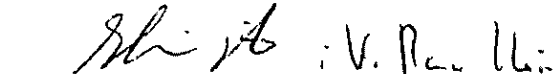
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THAT the document attached to this written resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Signed by



Director, for and on behalf of
STRETHAM RENEWABLES LIMITED



Authorised signatory, for and on behalf of
HANWHA Q CELLS GMBH

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KIER PETHERICK on behalf of
LUKE PALMER under power of attorney

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SATURDAY

COMPANIES HOUSE

CERTIFIED TO BE A TRUE AND
COMPLETE COPY OF THE ORIGINAL


RW Blears LLP

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
FCP SOLAR LIMITED
(COMPANY NUMBER 08396602)

(Adopted by special resolution passed on 23 January 2014)

AGREED TERMS

1 INTERPRETATION

1.1 The following definitions and rules of interpretation apply in these Articles

"A Director"	any director appointed to the Company by a holder of A Shares,
"A Shares"	A ordinary shares of £1 each,
"AGR Director"	a director appointed by or representing Stretham,
"EPC Contract"	an engineering, procurement and construction contract to be entered into between the Company and Q CELLS for the delivery of the Project,
"EPC Price"	the amount payable to Q CELLS under an EPC Contract for their delivery of the Project,
"Model Articles"	has the meaning given in article 2 below,
"Ordinary Shares"	ordinary shares of £1 each,
"Project"	the development by the Company of a 24.5 MW electricity generating solar photovoltaic installation at a site close to Stretham Village in Cambridgeshire,
"Q CELLS"	Hanwha Q CELLS GmbH, incorporated and registered in Germany with company number HRB 18663 at the local court of Stendal whose registered office is at Sonnenallee 17-21, 06766 Bitterfeld-Wolfen, Germany,
"Q CELLS Director"	a director appointed by or representing Q CELLS,
"Stretham"	Stretham Renewables Limited, incorporated and registered in England and Wales with company number 08503744 whose registered office is at White Hart House, High Street, Limpsfield, Oxted, Surrey RH8 0DT,

1.2 Headings in these Articles shall not affect the interpretation of these Articles

- 1 3 Unless the context otherwise requires, words in the singular shall include the plural and the plural shall include the singular
- 1 4 Unless the context otherwise requires, a reference to one gender shall include a reference to the other genders
- 1 5 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Companies Act 2006 shall have the same meanings in these Articles (but excluding any statutory modification of them not in force on the date of their adoption)

2 ADOPTION OF THE MODEL ARTICLES

The Model Articles (together with those provisions of Schedule 3 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) referred to in article 26) (the "**Model Articles**") shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation

3. CAPITAL

Except as otherwise provided in these Articles, the A Shares and the Ordinary Shares shall rank *pari passu* in all respects, but shall constitute separate classes of shares

4 VOTING

- 4 1 At a general meeting, on a show of hands every shareholder who is present in person or by proxy shall have one vote, unless the proxy is himself a shareholder entitled to vote, on a poll every shareholder present in person or by proxy shall have one vote for each share of which he is the holder and on a vote on a written resolution every shareholder has one vote for each share of which he is the holder except that
- (a) if the aforementioned results in any circumstance in which any holder of A Shares would have less than 7.5% of the aggregate of votes that may cast at general meeting of the Company then each A Share shall have an additional vote (or part thereof) as would be necessary for each holder of A Shares to have 7.5% of the aggregate of votes that may cast at general meeting of the Company, and
 - (b) in the case of any resolution proposed to remove an A Director whether under section 168 of the Act or otherwise, the holder of the A Shares appointing the A Director in question voting against any such resolution (whether on a show of hands, on a poll or on a written resolution) shall have such number of votes as is necessary to defeat such resolution
- 4 2 Any resolution proposed as a written resolution in relation to any of the matters listed in article 4 1 shall be proposed in a form that provides shareholders with the ability to cast their votes against as well as in favour of such resolution

5 CONFLICTS

In Article 14 of the Model Articles sub-paragraphs (2), (3) and (4) shall be deleted and sub-paragraphs (5)

and (6) shall be re-numbered as sub-paragraphs (2) and (3) respectively

6 APPOINTMENT AND REMOVAL OF DIRECTORS

- 6 1 Each holder of A Shares for the time being shall be entitled to appoint one person to be an A Director of the Company
- 6 2 For so long as Stretham is a holder of shares in the Company Stretham be entitled to appoint two persons to be an AGR Director of the Company
- 6 3 For so long as Q CELLS is a holder of shares in the Company Q CELLS be entitled to appoint one person to be a Q CELLS Director of the Company
- 6 4 Any A Director may at any time be removed from office by the holder of A Shares who appointed him
- 6 5 Any AGR Director may at any time be removed from office by Stretham
- 6 6 Any Q CELLS Director may at any time be removed from office by Q CELLS
- 6 7 All A Directors attending any meeting of the directors of the Company shall collectively have one vote at that meeting of the directors of the Company, except where voting on any decision in connection with taking steps to enforce any obligation owed to the Company by AGR Projects Limited, any of AGR Projects Limited's subsidiary undertakings, any company of which AGR Projects Limited is a subsidiary undertaking (its "parent undertaking") and any other subsidiary undertakings of any such parent undertaking ("AGR's Group") or any person connected (as defined in section 1122 of the Corporation Tax Act 2010) with AGR's Group in which case each A Director shall have one vote each
- 6 8 If any A Director shall die or be removed from or vacate office for any cause, the holder of A Shares appointing that A Director shall appoint in his place another person to be an A Director
- 6 9 Any appointment or removal of a director pursuant to this article shall be in writing and signed by or on behalf of the shareholder authorised to appoint or remove that director under articles 6 1 to 6 6 above, and served on each of the other shareholders and the Company at its registered office or delivered to a duly constituted meeting of the directors of the Company and on the director, in the case of his removal Any such appointment or removal shall take effect when received by the Company or at such later time as shall be specified in such notice
- 6 10 No A Director or Q CELLS Director shall be appointed or removed otherwise than pursuant to these articles of association, save as provided by law

7. INDEMNITY AND INSURANCE

- 7 1 Subject to article 7 2, but without prejudice to any indemnity to which he might otherwise be entitled, each A Director and each former A Director shall be indemnified out of the Company's assets against all charges, losses and liabilities and, provided the same have been agreed in advance by the Company (acting reasonably), all costs and expenses incurred by him as a director in the actual or purported execution and/or discharge of his duties, or in relation to them including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs and the Company may provide any A Director or former A Director with funds to meet expenditure incurred or to be incurred by him in connection with any

proceedings or application referred to in article 7 1 and otherwise may take action to enable any such A Director or former A Director to avoid incurring such expenditure

7 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

7 3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any A Director or former A Director in respect of any loss or liability which has been or may be incurred by an A Director or former A Director in connection with that A Director's duties or powers in relation to the Company

8 A SHARES PROTECTION

Any reference to a holder of A Shares includes transmittees, successors and assigns

9. AMENDMENT TO THE ARTICLES

The Articles may not be altered without the consent of all the holders of the A Shares for the time being and, for such time as Q CELLS is a Member, the written consent of Q CELLS

10. AGR AND Q CELLS PROTECTION

10 1 No meeting of the directors of the Company will be quorate unless one AGR Director and the Q CELLS Director is present save that if no AGR Director or Q CELLS Director is present within 30 minutes of the time specified for the relevant meeting on two successive occasions, those directors of the Company present at the third called meeting will constitute a quorum

10 2 The prior written consent of Q CELLS must be obtained for any issue or allotment of any share in the Company or any right to subscribe for any share in the Company, or for reducing, converting, consolidating, sub-dividing, cancelling or otherwise reorganising, or altering any rights attaching to, any shares in the Company, or granting any authority to the directors to do any of actions contemplated by this article 10 2

10 3 For such time as Q CELLS is a Member, the only business carried out by the Company shall be the management and development of the Project

11. PROCEEDINGS AT GENERAL MEETINGS

No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon One Member present either in person, by proxy or by a duly appointed corporate representative shall be a quorum provided that no general meeting can be quorate without the presence of

- (a) a holder of A Ordinary Shares or a proxy representing a holder of A Ordinary Shares,
- (b) for such time as Stretham is a Member, a representative of Stretham or a proxy representing Stretham, and
- (c) for such time as Q CELLS is a Member, a representative of Q CELLS or a proxy representing Q CELLS

12 EXCLUSIVITY FOR Q CELLS TO ACT AS EPC CONTRACTOR FOR THE PROJECT

The Company shall procure, and each member of the Company shall procure, that Q CELLS be appointed as EPC contractor (and that no other person(s) or companies be appointed as EPC contractor) for the delivery of the Project

13 INFORMATION

The Company shall

- (a) at all times keep, true, accurate and up to date books and records of all the affairs of the Company,
- (b) at all times make available to each shareholder full and complete access to the books, records, accounts, documents and premises of the Company,
- (c) supply to each shareholder such information relating to the Company as such Shareholder may require and without prejudice to the foregoing, shall keep the shareholders fully and promptly informed as to all material developments regarding the Company's financial and business affairs and promptly notify the shareholders of any significant event (including without limitation any litigation or arbitration) the outcome of which will or is likely to affect the Company or its business, finances or affairs, and
- (d) provide each shareholder with management accounts for the Company within three weeks following the end of each calendar month, including balance sheet and profit and loss account