



WMR JV HOLDCO LIMITED

(Registered in England - No 08921440)

**WRITTEN RESOLUTION**

**SPECIAL RESOLUTION**

**CIRCULATION DATE:**

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolution is passed as a special resolution in accordance with section 283 Companies Act 2006

**Special Resolution**

*That the share capital of the Company be reduced by cancelling and extinguishing and repaying in cash (i) 17,550,000 ordinary shares of £1 each in the Company held by Fuujin Power Limited and (ii) 17,550,000 ordinary shares of £1 each in the Company held by UK Green Investment Bank PLC*

**By Order of the Board**

Director

Date 18 June  
2018

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006**

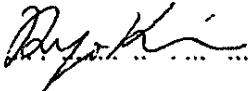
- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows
  - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
  - The document must be sent to the Company in hard copy form or in electronic form in one of the following ways

- By Hand Delivering the signed copy to Marubeni Europower Limited, 95 Gresham Street, London, EC2V 7AB marked "For the attention of Mr Oliver Brighton"
- Post Returning the signed copy by post to Marubeni Europower Limited, 95 Gresham Street, London, EC2V 7AB marked "For the attention of Mr Oliver Brighton"
- Fax Faxing the signed copy to +44 (0)20 7826 8668 marked "For the attention of Mr Oliver Brighton"
- E-mail By attaching a scanned copy of the signed document to an e-mail and sending it to [oliver-brighton@emea.marubeni.com](mailto:oliver-brighton@emea.marubeni.com) Please enter "Written Resolution Capital Reduction" in the e-mail subject box
- A member's agreement to a written resolution, once signified, may not be revoked.
- A written resolution is passed when the required majority of eligible members has signified their agreement to it
- The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which names of the joint holder appear in the register of members
- If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

#### **AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

I, being an eligible member of the Company

- 3 Confirm that I have received a copy of the above written resolution in accordance with section 291 Companies Act 2006, and
- 4 Hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as a special resolution

Signature .....  .....

Name: . Ryo Kimura ... .

Date: . 28 June 2016 . . . .

Signature . . . . .

Name. . . . .

Date' . . . . .

For Fujiin Power Limited

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**By Order of the Board:**

Director



Date

28 June  
2016

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006**

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Signature *S. L. Stuart*

Signature .....

Name JOHN L STUART

Name: .....

Date: 28 June 2016

Date: .....

For UK Green Investment Bank PLC