

Company number **09186428**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WIND 14 MIDCO LIMITED (**Company**)

[CIRCULATION DATE]

FRIDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution

SPECIAL RESOLUTION

	For	Against
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 of the Company	X	

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

The undersigned, a person entitled to vote on the above resolutions on [CIRCULATION DATE], hereby irrevocably agrees to those resolutions as indicated above.

Signed by [•]

Date

K. Appleby
22 August 2014

NOTES

1. If you wish to vote in favour of the resolution please put an 'X' in the For box next to the resolution. If you wish to vote against the resolution please put an 'X' in the Against box next to the resolution or leave both boxes next to the resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- **By Hand** delivering the signed copy to [NAME AND ADDRESS]
- **Post** returning the signed copy by post to [NAME AND ADDRESS].
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [E-MAIL ADDRESS]. Please enter "Written resolution dated [CIRCULATION DATE]" in the e-mail subject box.

If there are no resolutions you agree with, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.

3 Where, by [LAPSE DATE], insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.

4 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 the names of the joint holders appear in the register of members.

5 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.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF WIND 14 MIDCO LIMITED

(COMPANY NUMBER 09186428)

(Adopted by special resolution passed on 22/8/ 2014)

AGREED TERMS:

1 INTERPRETATION

- 1 1 "Model Articles" has the meaning given in Article 2 below
- 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. AMENDMENT TO THE ARTICLES

Article 26(5) of the Model Articles shall be deleted