

No 09612980

THE COMPANIES ACT 2006

AVIVA INVESTORS REALM INFRASTRUCTURE NO 3 LIMITED

(THE "Company")

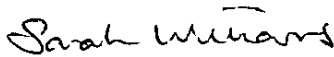
SPECIAL RESOLUTION

PASSED BY THE COMPANY ON 1 JUNE 2016

- 1 **THAT** the articles of association of the Company (the "**Articles**") be amended by inserting the following new clauses before clause 30 1 and renumbering Article 30 accordingly
- 30 1 "Notwithstanding anything contained in these Articles the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "Secured Party") and where the transfer is or is to be
- 30 2 (a) to a Secured Party or its nominee, or
- 30 3 (b) executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security, and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts "
- 30 4 "Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party/a bank or other entity (whether as lender, agent, trustee or otherwise),"The Company Secretary of the Company is hereby requested to arrange for the new adopted Articles of Association to be filed at Companies House

The Company Secretary of the Company is hereby requested to arrange for the new amended Articles of Association to be filed at Companies House

Certified to be a true copy


Secretary
for and on behalf of
Aviva Company Secretarial Services Limited

