

UK RENEWABLE HOLDCO 3 LIMITED (COMPANY)

(Registered in England & Wales - No 09775674)

STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF SECTION 644(5) COMPANIES ACT
2006

(Dated 20 September 2016)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 20 September 2016 as a Special Resolution

THAT the amount standing to the credit of the share premium account of the Company be reduced by £25,000,000 (twenty five million pounds)

In accordance with section 644(5) of the Companies Act 2006, we, being all of the directors of the Company as at the date hereof, confirm that

- 1 the solvency statement made by the directors of the Company dated 20 September 2016 (the **Solvency Statement**) (a copy of which is attached to this statement) was made not more than 15 days before the date on which the Special Resolution set out above was passed, and
- 2 in accordance with section 642(2) of the Companies Act 2006, a copy of the Solvency Statement was sent or submitted to every eligible member of the Company at or before the time at which the proposed Special Resolution set out above was sent or submitted to him or her

Signed by all of the directors of the Company as at the date of this statement

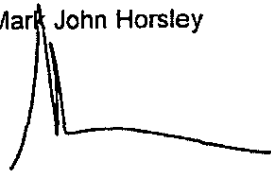


Loi Shun Chan

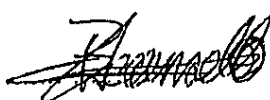


Hing Lam Kam

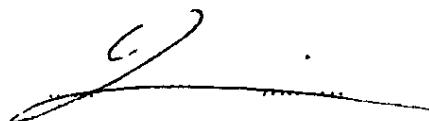
Mark John Horsley



Andrew John Hunter



Basil Scarsella



Chao Chung Charles Tsai

BD-#26394170-v1

TUESDAY



L5GF6VFS

LD1

27/09/2016

#70

COMPANIES HOUSE

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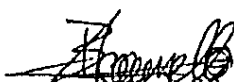
Signed by all of the directors of the Company as at the date of this statement

Loi Shun Chan


Mark John Horsley

Hing Lam Kam

Andrew John Hunter



Basil Scarsella

Chao Chung Charles Tsai