

Form of written resolution to amend articles of association

Company No.9887179

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NORMAN 1985 LIMITED

(the "Company")

Circulation Date
2019



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolutions.

ORDINARY RESOLUTIONS

1. APPROVAL OF FINANCE DOCUMENTS

THAT the terms of, and the transactions contemplated by, the Finance Documents to which the Company is a party be hereby approved.

2. AUTHORISATION OF DIRECTOR CONFLICTS

THAT any director's breach or potential breach of s.175 of the Companies Act 2006 in relation to a conflict of interest or a potential conflict of interest concerning the entry into the Facility Agreement is hereby authorised.

SPECIAL RESOLUTIONS

THAT the articles of association of the Company be altered by the insertion of the following wording at the end of article 10:

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"Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien or shareholder consent referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such bank or financial institution; or
- (b) where such transfer is by or on behalf of a bank or financial institution or any nominee of a bank or financial institution in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by any officer of the bank or financial institution that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact."

Please read the Notes overleaf before signifying your agreement to the Written Resolution.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the eligible members of the Company who would have been entitled to vote on the resolution set out above on the Circulation Date stated above hereby irrevocably agree to the resolution, as a Special Resolution.



[Name] DARIO BERTAGNA
[duly authorised for and
on behalf of]
CEI WSH Limited

19 July 2019

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Date of Signature



[Name] DARIO BERTAGNA
[duly authorised for and
on behalf of]
Clean Energy & Infrastructure UK Wind 2 Ltd

19 July 2019

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Date of Signature