

WMR HOLDCO LIMITED
Company Number 10492129
(the Company)

FRIDAY



WRITTEN RESOLUTION of the BOARD of DIRECTORS
under article 9 of the articles of association

1. DIRECTORS' INTERESTS

Mark Dooley declares his interest in the business to be considered at the meeting which he was required by Section 177 or Section 182 of the Companies Act 2006 to disclose, in particular, that he is a director of Green Investment Group Limited which indirectly holds a 50% interest in WMR JV HoldCo Limited and WMR JV InvestCo Limited.

Each of the remaining Directors confirms that he has no direct or indirect interest in the proposed transactions and arrangements noted in paragraph 3 below which he is required to disclose in accordance with Section 177 or Section 182 of the Companies Act 2006.

Each of the remaining Directors confirms that he has no conflict of interest in relation to the proposed transactions and arrangements noted in paragraph 3 below which would constitute a conflict of interest in breach of Section 175 of the Companies Act 2006 were it not authorised by the Directors of the Company.

No Director is, for any reason, disqualified from approving the proposed resolutions.

2. DIRECTORS' DUTIES

It is noted that in accordance with the provisions of the Companies Act 2006, a requirement exists for each Director to act in such manner as they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to the provisions and requirements set out in Chapter 10 of Part 2 of the Companies Act 2006 ("Duties").

3. PURPOSE

The purpose of this written resolution is to consider and, if deemed fit, to authorise the approval and execution by the Company of amendments and confirmations in respect of certain project documents and investor agreements associated with the Westernmost Rough wind farm.

It is noted that the Company's subsidiary, WMR JV HoldCo Limited (the "**Subsidiary**"), proposes to reduce its share capital from £108,570,790 to £10,570,790 by cancelling 49,000,000 of its issued Ordinary Shares registered in the name of the Fuujin Power Limited and 49,000,000 of its issued Ordinary Shares registered in the name of the Company (the "**Reduction**"). It is proposed that the Reduction will be carried out by means of a special resolution of the Subsidiary supported by a solvency statement made by its directors. The purpose of the Reduction is to return capital to the Subsidiary's shareholders, which include the Company.

It is noted that the Directors considered a form of written resolution of the members of the Subsidiary to be signed by the Company in its capacity as the shareholder of the Subsidiary to

approve the Reduction. A copy of such written resolution is attached to these board minutes at Schedule 2 (*Subsidiary – Shareholder Resolution*).

It was noted that the Company proposed to enter into certain documents as set out in Schedule 1 (*Relevant Documents*) and Schedule 2 (*Subsidiary Shareholder Resolution*) to these board minutes (the "**Relevant Documents**").

It is noted that the purpose of this written resolution is for the Directors to:

- approve the terms of and the transactions contemplated by the Relevant Documents to which the Company is a party and resolve execution of the Relevant Documents;
- authorise the Directors to execute on behalf of the Company the Relevant Documents to which the Company is a party; and
- authorise the signatories to sign and/or despatch all documents and notices to be signed and/or despatched by the Company under or in connection with the Relevant Documents.

The latest drafts of the Relevant Documents has been presented to the Directors for consideration.

4. Benefit

The Directors conclude, having considered all factors they believe to be relevant, including those set out in Section 172 of the Companies Act 2006, that approving the Reduction and entering into each Relevant Document would be in the best interests of the Company's business and promote the success of the Company for the benefit of its shareholders as a whole.

5. APPROVALS

After due and careful consideration, **IT IS RESOLVED THAT**

- the terms and conditions of, the transactions contemplated by and the execution, delivery and performance by the Company of the Relevant Documents be and are hereby approved, subject to such amendments, variations or modifications as any Director may, in their absolute discretion, agree with the other parties to the Relevant Documents and the Company shall execute and, in the case of a document to be entered into as a deed, deliver, the Relevant Documents to which it is a party.
- any Director and, in the case of a document to be entered into as a deed, any two Directors or any Director and the Secretary of the Company or any Director in the presence of a witness ("**Authorised Signatories**") is/are authorised on behalf of the Company to:
 - execute (and, in the case of a deed, deliver) any of the Relevant Documents to which it is a party and agree, in their absolute discretion, to any amendments, variations or modifications to the Relevant Documents; and
 - execute (and, in the case of a deed, deliver) any such other document, instrument, form or resolution and to give any communication and do all such other acts or things which may be necessary or desirable (including signing and/or despatching all documents and notices to be signed and/or despatched) in order to effect the transactions contemplated by the Relevant Documents or under or in connection with the Relevant Documents.

- each of the Directors be and is hereby authorised to do all acts and things regarded by him as necessary to carry into effect the purposes of the resolutions referred to herein or of the Relevant Documents or the transactions contemplated thereby.

Signed by the directors

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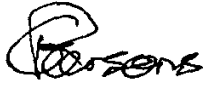
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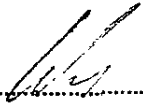
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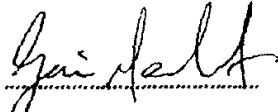
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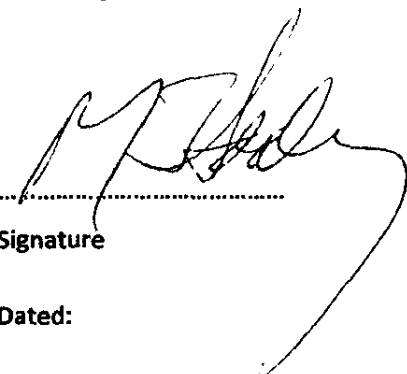
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Richard M. H.

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Gavin G. G.

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Schedule 1

Relevant Documents

- 1** Amendment and restatement agreement to the Security Trust and Intercreditor Deed
- 2** Amendment and restatement agreement to the Investment Agreement
- 3** Letter of Confirmation in respect of SHA Direct Agreement
- 4** Any other agreement, document or notice in connection with or ancillary to the above documents