

GREEN HIGHLAND RENEWABLES LTD (the "Company")

(Registered Number: SC315779)

COMPANIES ACT 2006

WRITTEN RECORD OF MEMBERS' WRITTEN RESOLUTIONS

On 29 SEPTEMBER 2014, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as an Ordinary or Special Resolutions as indicated) (the "Resolutions") were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company: -

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that Resolution 1 below is passed as an Ordinary Resolution and Resolution 2 is passed as a Special Resolutions (the "Resolutions"):

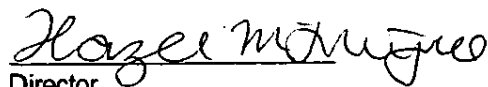
Ordinary Resolution

1. **THAT** pursuant to and in accordance with section 551 of the Act, the directors of the Company be and hereby are unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company or to grant rights to subscribe for shares in the capital of the Company up to **2,090 Ordinary Shares of £1.00 each** in aggregate pursuant to the Company's share option scheme and such shares shall have the rights set out in the articles of association of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all existing authorities under section 80 of the Companies Act 1985 and/or section 551 of the Act (which to the extent unused at the date of this resolution are revoked with immediate effect)

Special Resolution

2. **THAT** subject to the passing of resolution 1 and pursuant to section 566 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 1 as if section 561 of the Act did not apply to any such allotment.

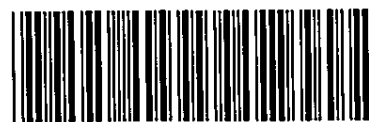


Director

For and on behalf of Green Highland Renewables Limited

Date: 8 October 2014

SATURDAY



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25/10/2014

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COMPANIES HOUSE