

Company number: SC424067

**RESOLUTIONS
OF
UK GREEN INVESTMENT BANK PLC
(the "Company")**

Passed on 13 March 2017

At a General Meeting of the Company duly convened and held at Level 13, 21-24 Millbank Tower, London on 13th March 2017, the following resolutions were duly passed as ordinary resolutions:

1. **THAT** the directors be and are hereby authorised to capitalise a sum £12,600,000 standing to the credit of the Company's capital contribution reserve and to apply such sum in paying up in full 12,600,000 ordinary shares of £1 each (the "**New Ordinary Shares**") and may allot and issue the New Ordinary Shares credited as fully paid, for an aggregate nominal amount of £12,600,000, to the Company's shareholder at such time and/or date as the directors may determine.
2. **THAT**, subject to the prior express written authorisation from the Secretary of State for Business, Energy and Industrial Strategy to the directors, in accordance with section 551 of the Companies Act 2006, the directors be authorised to allot one special share of £1.00 in the Company carrying the rights and restrictions set out in the articles of association of the Company (and the power under this resolution shall supersede the authority to allot a special share in the Company passed at a general meeting of the Company on 10 March 2016 which shall be terminated upon the passing of this resolution but without prejudice to any action taken thereunder prior to such termination). The authority of this ordinary resolution shall, unless renewed, varied or revoked by the Company, expire on the date 12 months from the date on which 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 after such expiry and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Chairman:

Dated:

S. Seal
13th March 2017

THURSDAY



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16/03/2017
COMPANIES HOUSE