



**UK GREEN INVESTMENT BANK LIMITED**  
**REGISTERED NO. SC424067 (the "Company")**

**WRITTEN RESOLUTIONS OF THE COMPANY**

**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

The directors of the Company propose that the following written resolutions be passed by the Company, with resolution 1 as a special resolution and resolution 2 as an ordinary resolution.

1. **THAT** the articles of association of the Company (the "**Articles**") be amended (effective upon the regulation commencing section 37 Enterprise Act 2016 (Disposal of Crown's shares in UK Green Investment Bank company) coming into effect) as set out below.
  - (a) By the deletion of the following in article 3(A)(i):

"in the United Kingdom";
  - (b) By the deletion of the following in article 3(A)(ii):

"in the United Kingdom and";
  - (c) By the deletion of the Shareholder Relationship Framework Document attached to the Articles;
  - (d) By the replacement of the word "eight" with the word "three" in article 62 (Number of Directors); and
  - (e) By the deletion of article 94 in its entirety, with all article numbering and cross references being updated accordingly.

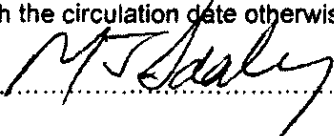
Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is the date on which copies of the resolutions are first sent to members, being 17 August 2017) should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to UK Green Investment Bank plc, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX or send a copy by email to [Euan.McVicar@greeninvestmentbank.com](mailto:Euan.McVicar@greeninvestmentbank.com).



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SCT 30/08/2017 #176  
COMPANIES HOUSE

These resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise they will lapse.

Signed .....  .....

for and on behalf of **Moorgate PL Holdings Limited**.

Name of registered holder..... Mark Dooley .....

Date ..... 17 August 2017 .....

**UK GREEN INVESTMENT BANK LIMITED**

**REGISTERED NO. SC424067 (the "Company")**

**WRITTEN RESOLUTIONS OF THE COMPANY**

**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

The directors of the Company propose that the following written resolution be passed by the Company as a special resolution.

1. **THAT** the articles of association of the Company (the "Articles") be amended (effective upon the regulation commencing section 37 Enterprise Act 2016 (Disposal of Crown's shares in UK Green Investment Bank company) coming into effect) as set out below.

- (a) By the deletion of the following in article 3(A)(i):  
"in the United Kingdom";
- (b) By the deletion of the following in article 3(A)(ii):  
"in the United Kingdom and";
- (c) By the deletion of the Shareholder Relationship Framework Document attached to the Articles;
- (d) By the replacement of the word "eight" with the word "three" in article 62 (Number of Directors); and
- (e) By the deletion of article 94 in its entirety, with all article numbering and cross references being updated accordingly.

Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is the date on which copies of the resolutions are first sent to members, being 17 August 2017) should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to UK Green Investment Bank plc, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX or send a copy by email to Euan.McVicar@greeninvestmentbank.com.

These resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise they will lapse.

Signed ..... *Paul Norris* .....

for and on behalf of the **Secretary of State for Business, Energy and Industrial Strategy**

Name of registered holder..... *PAUL NORRIS* .....

Date ..... *17 August 2017* .....