

Celtic Renewables Limited (the "Company")

Registered in Scotland Number: SC394571

Companies Act 2006

Written Record of Members' Written Resolution

Circulation Date: 20th October 2011

On the 20th day of October 2011, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the member of the Company entitled to attend and vote at a general meeting of the Company: -

ORDINARY RESOLUTIONS

- (a) THAT the existing one ordinary share of £1.00 each forming part of the authorised share capital of the Company be sub-divided into 100 ordinary shares of £0.01 each, with the rights and privileges stated in the articles of association of the Company.
- (b) THAT the authorised share capital of the Company be increased to £100.00 by the creation of 9,900 ordinary shares of £0.01 each ranking pari passu with the existing ordinary shares in the capital of the Company with the rights and privileges attached to each share as detailed in the articles of association of the Company.
- (c) THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally and unconditionally authorised to issue and allot 9,900 ordinary shares of £0.01 each in the share capital of the Company to such persons, at such times and on such conditions as the directors may determine during the period of five years from the date this authority is given.

SPECIAL RESOLUTION

- (d) THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived in respect of any allotment(s) of shares made pursuant to resolution (c) above.

WEDNESDAY



SCT

SQKPKYPY

26/10/2011

377

COMPANIES HOUSE

AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
CELTIC RENEWABLES LIMITED
ON THE 20TH DAY OF OCTOBER 2011