

# Celtic Renewables Limited (the "Company")

Registered In Scotland No. SC394571

## Companies Acts

### Written Record of Members' Written Resolutions

Circulation Date: 14 May 2014

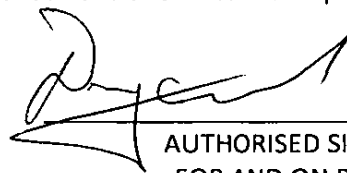
On the 14<sup>th</sup> day of May 2014, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the requisite majority of members of the Company entitled to attend and vote at a general meeting of the Company:

#### ORDINARY RESOLUTIONS

1. THAT, the authority granted to the Company in accordance with section 551 of the Companies Act 2006, pursuant to resolution 1 passed by the members of the Company on 26<sup>th</sup> September 2013 is hereby revoked.
2. 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 allot up to 625 ordinary shares of £0.01 each in the share capital of the Company to Dr. Douglas John Ward CBE; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 31<sup>st</sup> July 2014.

#### SPECIAL RESOLUTION

3. 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 of shares made pursuant to resolution 2 above.



AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
Celtic Renewables Limited

14/05/2014

Dated

