

Company number  
SC424067



**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN SPECIAL RESOLUTION**  
**OF**  
**UK GREEN INVESTMENT BANK LIMITED**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the company proposed that the following resolution be passed as a special resolution:

**Special resolution**

That the articles of association of the company be amended by inserting the following as Article 78(E):

- “(E) Any director of the company is authorised for the purposes of Section 175 of the Companies Act 2006 to hold office as a director of, hold any other office or any employment with, or hold shares or options in the company’s ultimate parent undertaking or any other subsidiary of the company’s ultimate parent undertaking.”

WEDNESDAY



\*S6DXPQEX\*  
SCT 30/08/2017 #184  
COMPANIES HOUSE

### AGREEMENT OF ELIGIBLE MEMBER\*

The undersigned, being the sole eligible member on 17 August 2017 (the "circulation date"), irrevocably agrees to the resolution set out above:

Signed by

  
.....  
for and on behalf of Moorgate PI Holdings Limited

Date: 17 August 2017

The sole eligible member must signify its agreement to the proposed resolution as follows: (i) **by hand**, by delivering a signed copy to UK Green Investment Bank Limited, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX; (ii) **by post**, by sending a signed copy to UK Green Investment Bank Limited, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX; or (iii) **by e-mail**, by sending a scanned signed copy of the resolution to Helen.Everitt@Macquarie.com. The sole eligible member must signify its agreement to the proposed resolution within the period of 28 days from and including the circulation date. However, if the sole eligible member does not agree with the proposed resolution, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolution, its agreement may not be revoked. The proposed resolution will lapse if it is not passed by the end of that 28 day period.

**\*Note:** An "eligible member" is a member who is or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which the resolution is sent or submitted to the member).