We certify that the within has been compared with and is a true copy of the original / a certified copy

Signed: [Signature]

Date: 19/03/13

Ref: CPL

McCANN FITZGERALD
Riverside One
Sir John Rogerson's Quay, Dublin 2

COMPANIES HOUSE
2 5 APR 2013
BELFAST

Company number: NI602158

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CARNHILL WINDFARM LIMITED

We, the undersigned, being the sole member of CARN HILL WINDFARM LIMITED (the “Company”) entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE in accordance with Chapter 2 of Part 13 of The Companies Act 2006 and the Articles of Association of the Company that the following resolution proposed by the directors of the Company be passed as a special resolution (the “Resolution”):

SPECIAL RESOLUTION

THAT, with effect from the passing of this special resolution, the following new sub-clauses 23.1 (c) and 23.1 (d) be inserted in the Articles of Association of the Company after existing sub-clause 23.1 (b):

"23.1(c) Notwithstanding anything contained in these Articles, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:

(i) is to the bank or institution to which such shares have been mortgaged, pledged or charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution or to any receiver or agent of such a bank or institution (a “Secured Institution”); or

(ii) is delivered to the Company for registration by a Secured Institution in order to register the Secured Institution as legal owner of the shares; or

(iii) is executed by a Secured Institution pursuant to the power of sale or other power under such security and a certificate by an official of such Secured Institution that the share were so charged and the transfer was so executed shall be evidence of such facts,

and the directors of the Company shall immediately register any such transfer of shares upon receipt; and

23.1(d) Any provisions in these Articles constituting pre-emption, lien or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in any of the circumstances referred to in Article 23.1(c)(i), 23.1(c)(ii) or 23.1(c)(iii) above.".

Circulation date: 13/03/2013

Registered office: Arnott House, 12/16 Bridge Street, Belfast, Northern Ireland BT1 1LS
Agreement to written resolution

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being persons entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution:

Signed for and on behalf of

QA ELECTRIC NIB LIMITED
(as sole shareholder of the Company)

Dated the 13 day of March 2013
NOTES

1. You can choose to agree to the Resolution or not. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

   • **By Hand:** delivering the signed copy to [NAME AND ADDRESS].
   
   • **Post:** returning the signed copy by post to [NAME AND ADDRESS].
   
   • **Fax:** faxing the signed copy to [FAX NUMBER] marked “For the attention of [NAME]”.
   
   • **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [EMAIL ADDRESS]. Please enter “Written resolutions dated [CIRCULATION DATE]” in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.