

Company number 7261857

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
AES Ballylumford Holdings Limited
(the Company)**

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 capital of the Company be reduced by cancelling the sum of £20,000,000 from the Company's share premium account in respect of the 1 Ordinary share of £1 allotted by the Company on 11 August 2010, thereby reducing the amount of share premium paid on that share from £31,697,005 to £11,697,005

AGREEMENT OF ELIGIBLE MEMBER

The undersigned, being the sole eligible member on ^{14th NOVEMBER 2011} (the "circulation date"), irrevocably agrees to the resolution set out above

Signed by



for and on behalf of AES UK Holdings Ltd

Date ^{14th NOVEMBER 2011}

MONDAY



A14 *AL3VHZFO* 21/11/2011 97
COMPANIES HOUSE

The sole eligible member must signify its agreement to the proposed resolution as follows

- (i) **by hand**, by delivering a signed copy to the Directors, AES Ballylumford Holdings Limited, 37-39 Kew Foot Road, Richmond, TW9 2SS
- (ii) **by post**, by sending a signed copy the Directors, AES Ballylumford Holdings Limited, 37-39 Kew Foot Road, Richmond, TW9 2SS,
- (iii) **by fax**, by sending a signed copy to +44 20 8332 9078 for the attention of the Directors of AES Ballylumford Holdings Limited, or
- (iv) **by e-mail**, by replying to this e-mail and indicating its agreement to the proposed resolution or by sending a scanned signed copy of the resolutions to Julie leeburn@aes.com

The sole eligible member must signify its agreement to the proposed resolution by 12th December 2011 (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 12th December 2011