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Company number: 7261857

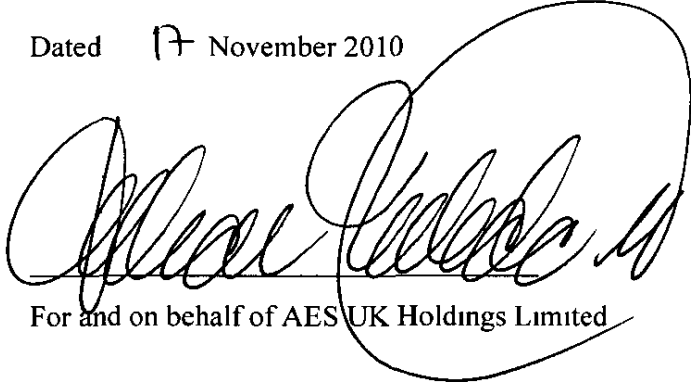
AES Ballylumford Holdings Limited

Resolution in writing of the members of the company passed in accordance with its articles of association

We, the undersigned, being the sole member of the company entitled to attend and vote at general meeting of the company **resolve** as follows

That the proposed allotment of one ordinary share of £1 in the Company to AES UK Holdings Limited, for a subscription price of £40,041,105, such subscription price being wholly satisfied by the transfer by AES UK Holdings Limited to the Company of the entire issued share capital of AES Barry Operations Limited, be approved and that the directors be authorised and directed to register the said allotment without observing the requirements of paragraphs (b) to (e) inclusive of article 8.1 of the Company's articles of association

Dated 17 November 2010



For and on behalf of AES UK Holdings Limited

WEDNESDAY



A26 *A860KPKH* 82
01/12/2010
COMPANIES HOUSE

[BK02(06)]

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Company number
07261857

AES Amsterdam Holdings B V

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
AES BALLYLUMFORD HOLDINGS 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 proposed allotment of one ordinary share of £1 in the Company to its sole shareholder, AES Amsterdam Holdings B V , for a total consideration of £1,575,278 be approved and that the directors be authorised and directed to register the said allotment without observing the requirements of paragraphs (b) to (e) inclusive of article 8 1 of the Company's articles of association

WEDNESDAY

A26

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COMPANIES HOUSE

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AGREEMENT OF ELIGIBLE MEMBER

The undersigned, being the sole eligible member on 17 November 2010 (the "circulation date"), irrevocably agrees to the resolution set out above

Signed by Evgenia Rodionova



for and on behalf of AES Amsterdam Holdings B V

Date 17 November 2010

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 to 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 don.lehman@aes.com The sole eligible member must signify its agreement to the proposed resolution by 17 November 2010 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 30 November 2010