



NI026332

**PRIVATE COMPANY LIMITED BY SHARES**

**INCORPORATED IN ACCORDANCE WITH ARTICLE 389A COMPANIES  
(NORTHERN IRELAND) ORDER 1986**

**WRITTEN RESOLUTION**

**OF**

**AES (NI) Limited ("the Company")**



**Date of Circulation: 29<sup>th</sup> July 2008**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution.

**SPECIAL RESOLUTION**

**IT IS RESOLVED:-**

- 1. **THAT** the memorandum and articles of association of the Company be altered by the insertion of a new sub-clause 20 (A) immediately following the existing sub-clause 20 as follows:

"A meeting of the directors may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that:-

- (a) all of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication; and
- (b) all of the directors entitled to attend a meeting of the directors agree to the holding of the meeting in the manner described herein."

**AGREEMENT**

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

The undersigned, being the sole member of the Company for the time being entitled to vote on the resolution set out above on 1<sup>st</sup> day of August 2008, hereby irrevocably agrees to the resolution set out above:

Signed by a director on behalf of AES  
Electric Limited  
Date

.....  
*[Signature]*  
.....  
*1st August 2008*  
.....

Signed by a director on behalf of AES  
Horizons Investments Limited  
Date

.....  
*[Signature]*  
.....  
*1st August 2008*  
.....

## Notes

1. If you agree with the Special Resolution as above, 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 the Company Secretary at the registered office address
  - **By Post:** returning the signed copy by post to the Company Secretary at the registered office address
  - **By Fax:** faxing the signed copy to the Company Secretary at the registered office address marked "For the attention of the Company Secretary"
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.