

Company number
07261857

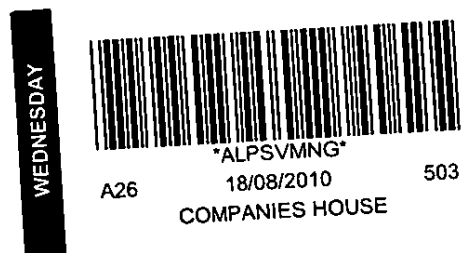
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
AES BALLYLUMFORD HOLDINGS LIMITED

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

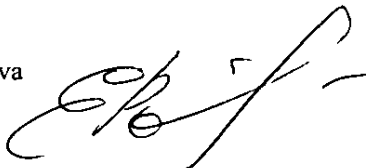
the proposed allotment of one ordinary share of £1 in the Company to its sole shareholder, AES Amsterdam Holdings BV, for a total consideration of £31,697,006 be approved and that the directors be authorised and directed to register the said allotment without observing the requirements of paragraphs (b) to (e) inclusive of article 81 of the Company's articles of association



AGREEMENT OF ELIGIBLE MEMBER

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

Signed by Evgenia Rodionova



for and on behalf of AES Amsterdam Holdings BV

Date 11th __ August 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 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 __ August 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 __ August 2010