

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

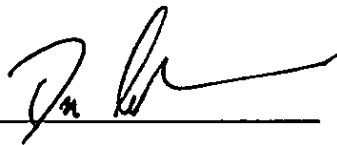
Special resolution

That paragraphs (b) to (e) inclusive of article 8.1 of the Company's articles of association shall not apply to any issue of shares made within 14 days of the date of the passing of this resolution unless the Company passes a special resolution to direct otherwise

Agreement of Eligible Member

The undersigned, being the sole eligible member on 13th December 2012 (the "circulation date"), irrevocably agrees to the resolution set out above

Signed



Don Lehman
for and on behalf of AES UK Holdings Ltd

Date 13th December 2012



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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 Yvonne.bennett@aes.com.

The sole eligible member must signify its agreement to the proposed resolution by 10th January 2013 (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 10th January 2013