

07261857

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

AES BALLYLUMFORD HOLDINGS LIMITED ("the Company")

Date of Circulation: 24th December 2012

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.-

THAT a dividend of £16,832,681 be declared and approved on the Company's shares and paid to the Company's sole shareholder, AES UK Holdings Limited

AGREEMENT

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

The undersigned, being the sole person entitled to vote on the resolution set out above on 24th day of December 2012, hereby irrevocably agrees to the resolution set out above.

SIGNED by , a director
on behalf of **AES UK Holdings Limited**

Don Lehman

Date

24th December 2012

NOTES

1. If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Legal Counsel, AES, Kilroot Power Station, Larne Road, Carrickfergus, Co Antrim, Northern Ireland, BT38 7LX.
2. You may not return the resolution to the Company by any other method.
3. 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.



- 4 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 5 Unless, by 28 days from the date of circulation sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.