



No. 09500344

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF SBC LOCHCRAIGS LIMITED

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") and the articles of association of the Company (the "Articles"), the directors of SBC Lochcraigs Limited (the "Company") propose that the following resolutions (the "Resolutions") be passed as a special resolution

SPECIAL RESOLUTION

- 1 **THAT** with effect from the time of passing of this resolution, Article 26(5) of the Articles be deleted from the articles and replaced with

"The directors may refuse to register a transfer if

- (a) it is a transfer of a share to a bankrupt, a minor or a person of unsound mind, or
- (b) the transfer is not accompanied by the certificate for the shares to which it relates or such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer

If the directors refuse to register a transfer, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent "

- 2 **THAT** Article 14 be deleted in its entirety and replaced with

"14(1) Subject to Article 14(2), notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes

14(2) If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes

14(3) Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office -

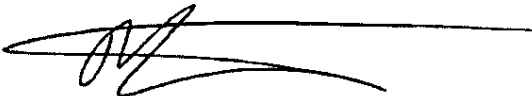
- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,

- (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested, and
- (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest "

Please read the notes overleaf before signifying your agreement to the Resolution

I, the undersigned, being the sole member of the Company entitled to vote on the Resolutions on 25th July 2016 (the "Circulation Date") hereby agree to the Resolutions

SIGNED:



By or on behalf of

James Steynor
SBC Renewables Ltd
acting by an authorised signatory

Date 25th July 2016

NOTES

- 1 If you agree to the Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (a) by delivering the signed copy personally or sending it by post to SBC Lochcraigs Limited , care of Orrick, Herrington & Sutcliffe (Europe) LLP, 107 Cheapside, London EC2V 6DN marked for the attention of Amy Roper, or
 - (b) by sending a scanned copy of the signed document by email to aroper@ornick.com
- 2 The signed copy of this document should be returned to the Company using one of the above methods as soon as possible and, in any event, so as to be received by the Company by not later than the date 28 days from and including the Circulation Date
- 3 If the Resolution has not been passed within 28 days from and including the Circulation Date, it will lapse
- 4 Once you have signified your agreement to the Resolution, you may not revoke your agreement
- 5 If you do not agree to the Resolution, you need not take any action, you will not be deemed to agree to the Resolution if you do not reply