

**SPECIAL RESOLUTIONS OF
NEXTENERGY SOLAR FUND LIMITED
(the "Company")**

(incorporated with limited liability under the laws of Guernsey with registration number 57739)

At the Annual General Meeting of the Company duly convened and held on 19 June 2015 at 2.00 pm. the following resolutions were passed as Special Resolutions:

Special Resolution 7

THAT:

in accordance with Article 7.7 of the Articles of Incorporation of the Company, the Directors be and hereby generally and unconditionally authorised pursuant to the Articles of Incorporation of the Company to allot and issue up to 24,035,000 ordinary shares of no par value in the capital of the Company ("shares") (representing 10% of the Share capital in issue on 19 June 2015) as if the pre-emption rights in Article 7.2 do not apply to such allotment and issue. This authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2016 (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or issued after such expiry and the Directors may allot and issue shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

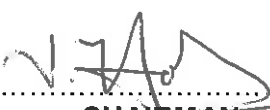
Special Resolution 8

THAT:

the Company be and is hereby generally and unconditionally authorised in accordance with section 315 of the Companies (Guernsey) Law, 2008, as amended, (the "Law") to make market purchases (as defined in Section 316 of the Law) of ordinary shares (which may be cancelled or held as treasury shares), provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is equal or lesser than 14.99 per cent of the total number of ordinary shares in issue as at the date of the passing of this resolution;
- (ii) the minimum price which may be paid for an ordinary share shall be 1 pence;
- (iii) the maximum price (exclusive of expenses) that the Company may pay for each ordinary share is the higher of (i) an amount equal to 105% of the average of the mid-market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately before the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out; and

unless renewed, the authority hereby conferred shall expire at the conclusion of the Company's second annual general meeting in 2016 save that the Company may, prior to such expiry, enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after such expiry.


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CHAIRMAN