

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

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

At the General Meeting of the Company duly convened and held on 30 November 2015 at 2.00 pm. the following resolution was passed as a Special Resolution:

**Special Resolution 1**

**THAT:**

the Directors be and are hereby empowered to sell from treasury up to 30,850,000 ordinary shares of no par value in the capital of the Company ("Treasury Shares") as if Article 7.2 of the articles of incorporation of the Company does not apply to such sale. 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 some such expiry make any offer or agreement which would or might require the Treasury Shares to be sold after such expiry and the Directors may sell Treasury Shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

  
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**CHAIRMAN**