

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

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

At the Extraordinary General Meeting of the Company duly convened and held on 11 October 2016 at 10.00 a.m. the following resolution was passed as a Special Resolution:

Special Resolution

THAT:

That, in substitution for all existing authorities and powers conferred on the Directors in accordance with article 7.7 of the Articles, the Directors be and are hereby generally and unconditionally authorised and empowered to exercise all the powers of the Company to allot equity securities (as defined in the Articles) for cash, as if the pre-emption rights in Article 7.2 of the Articles did not apply to such allotment, provided that such authority and power:

- (a) is limited to the allotment and issue of up to 350 million new shares in the capital of the Company (being either Ordinary Shares or C Shares, at the election of the Company), pursuant to the Share Issuance Programme; and
- (b) shall expire 12 months from the publication of the Prospectus; save that the Directors may make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



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CHAIRMAN