

**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 9 August 2018 at 10.30 am. the following resolutions were passed as Special Resolutions:

**Special Resolution 8**

**THAT:**

in accordance with article 7.7 of the articles of incorporation of the Company (the "Articles"), the Directors be and hereby generally and unconditionally authorised pursuant to the Articles to allot and issue (or sell treasury shares) up to such number of ordinary shares of no par value in the capital of the Company ("Ordinary Shares") as shall be equivalent to 20% of the aggregate number of Ordinary Shares in issue (excluding treasury shares) at the date of passing of this resolution as if the pre-emption rights in article 7.2 of the Articles 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 2019 (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 Ordinary Shares to be allotted or issued (or treasury shares to be sold) after such expiry and the Directors may allot and issue Ordinary Shares (or sell treasury shares) in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

**Special Resolution 9**

**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 of no par value in the capital of the Company ("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 14.99% of the total number of Ordinary Shares in issue (excluding treasury shares) as at the date of the passing of this resolution;
- (ii) the minimum price (exclusive of expenses) which may be paid for any Ordinary Share shall be 1p; and
- (iii) the maximum price (exclusive of expenses) that the Company may pay for any Ordinary Share is the higher of (a) an amount equal to 105% of the average of the mid-market quotations for the Ordinary Shares as derived from the Daily Official List of London Stock Exchange plc for the five business days immediately before the day on which such Ordinary Share is contracted to be purchased and (b) an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;

and, unless renewed, the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2019, 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**