

Form of written resolution to be filed at Companies House under the 2006 Act

Company No: 00092181

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION(S) IN WRITING**

of

NU-WAY ENERGY LIMITED

("Company")

Passed the 17th day of December 2010

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

SPECIAL RESOLUTION

THAT, the share capital of the Company be and is hereby reduced from its existing £196,798 divided into 196,798 Ordinary Shares of £1.00 and its existing share premium of £1,910,900, to 1 (one) Ordinary Shares of £1.00 fully paid but and with no share premium and that such reduction be and is hereby effected by cancelling and extinguishing 196,797 Ordinary Shares of £1.00 and all of the share premium relating to all of the cancelled shares and also the single remaining share, all such shares being registered in the name of Inter Mediate Group Limited.

Signed  .. x

Roger F Hancox, Director

Dated

