

Company No 03184309

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28/08/2015

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COMPANIES HOUSE

**THE COMPANIES ACT 2006  
ORDINARY AND SPECIAL RESOLUTIONS  
OF  
NATIONAL POWER (KOT ADDU) LIMITED  
(the "Company")**

Passed on 27 August 2015

The following resolutions were duly passed as written resolutions in accordance with Chapter 2, Part 13 of the Companies Act 2006

**ORDINARY RESOLUTION**

In accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in Regulation 5 of the memorandum of association of the Company, which, by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

**SPECIAL RESOLUTION**

The Company's articles of association be amended by:

- (a) deleting Article 2 in its entirety; and
- (b) inserting a new Article 15 as follows

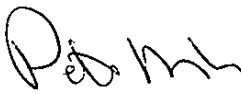
**"CAPITALISATION OF PROFITS**

15 The directors may with the authority of an ordinary resolution of the Company

- (a) subject as provided in this article, resolve to capitalise any undistributed profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or other fund, including without limitation, the Company's share premium account and capital redemption reserve, if any, from time to time,

- (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
- (c) resolve that any shares so allotted to any member in respect of a holding by him of any partly paid shares rank for dividend, so long as such shares remain partly paid, only to the extent that such partly paid shares rank for dividend,
- (d) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this article in fractions,
- (e) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they may be entitled upon such capitalisation, any agreement made under such authority being binding on all such members;
- (f) generally do all things required to give effect to the resolution, and
- (g) Regulation 110 of Table A shall not apply to the Company."

Signed



Director/Secretary