

**Company Number: 4166770**

**London Power Associates Limited (the 'Company')**

## **SECOND WRITTEN RESOLUTION**

Pursuant to Section 381A of the Companies Act 1985 we the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution as a Special Resolution such resolution to be deemed to be as effective as if IT had been passed at a general meeting of the Company duly convened and held.

### **SPECIAL RESOLUTION**

1. "THAT clause 3(b) of the articles of association of the Company be deleted and replaced with the following:
2. "THAT the articles of association of the Company be altered by the inclusion of a new paragraph to the clause numbered 4 and headed "Shares". The wording of the new paragraph is to be:

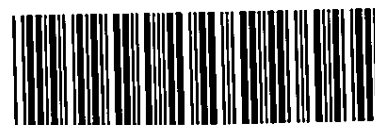
The Ordinary A Shares shall not carry voting rights and shall constitute a different class of shares from the Ordinary Shares for the purposes of the Articles and the Act but, except as otherwise provided in these Articles the Ordinary A shares and the Ordinary Shares shall rank pari passu in all respects. The Ordinary A Shares shall be offered to employees of the Company under the terms of Option Agreements to be approved by the Directors."

- 3 All Ordinary shares (but not for the avoidance of doubt all Ordinary A shares created after the Company is incorporated) which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of existing shares held by them

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**London Power Associates Ltd.**

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respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms which they were offered to Members. The foregoing provisions of this paragraph shall have effect subject to Section 80 of the Act.

  
.....  
Amarjit Singh Jhutti

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Johan Bruno Stalmans

.....  
Peter William Bradshaw

.....  
Hardeep Singh Garcha

.....  
Gareth Robert Bissell

10<sup>th</sup> April 2008 . . . . .  
Date

*Note The signatories need not be on a single document provided each is on a document in like form The date of the resolution is the date when it is signed by or on behalf of the last member to sign.*

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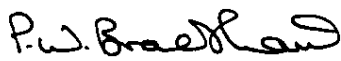
The Ordinary A Shares shall not carry voting rights and shall constitute a different class of shares from the Ordinary Shares for the purposes of the Articles and the Act but, except as otherwise provided in these Articles the Ordinary A shares and the Ordinary Shares shall rank pari passu in all respects The Ordinary A Shares shall be offered to employees of the Company under the terms of Option Agreements to be approved by the Directors "

- 3 All Ordinary shares (but not for the avoidance of doubt all Ordinary A shares created after the Company is incorporated) which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of existing shares held by them

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Amarjit Singh Jhutti

Johan Bruno Stalmans

A handwritten signature in black ink, appearing to read 'P.W. Bradshaw'.

Peter William Bradshaw

Hardeep Singh Garcha

Gareth Robert Bissell

10<sup>th</sup> April 2008

Date

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- 2 "THAT the articles of association of the Company be altered by the inclusion of a new paragraph to the clause numbered 4 and headed "Shares" The wording of the new paragraph is to be

The Ordinary A Shares shall not carry voting rights and shall constitute a different class of shares from the Ordinary Shares for the purposes of the Articles and the Act but, except as otherwise provided in these Articles the Ordinary A shares and the Ordinary Shares shall rank *pari passu* in all respects The Ordinary A Shares shall be offered to employees of the Company under the terms of Option Agreements to be approved by the Directors "

3. All Ordinary shares (but not for the avoidance of doubt all Ordinary A shares created after the Company is incorporated) which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of existing shares held by them

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The Ordinary A Shares shall not carry voting rights and shall constitute a different class of shares from the Ordinary Shares for the purposes of the Articles and the Act but, except as otherwise provided in these Articles the Ordinary A shares and the Ordinary Shares shall rank *pari passu* in all respects The Ordinary A Shares shall be offered to employees of the Company under the terms of Option Agreements to be approved by the Directors "

- 3 All Ordinary shares (but not for the avoidance of doubt all Ordinary A shares created after the Company is incorporated) which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of existing shares held by them


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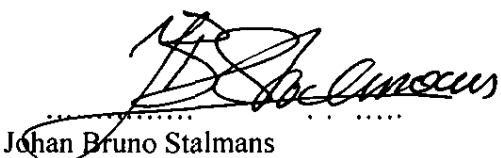
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The Ordinary A Shares shall not carry voting rights and shall constitute a different class of shares from the Ordinary Shares for the purposes of the Articles and the Act but, except as otherwise provided in these Articles the Ordinary A shares and the Ordinary Shares shall rank *pari passu* in all respects The Ordinary A Shares shall be offered to employees of the Company under the terms of Option Agreements to be approved by the Directors "

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