

Number of Company: 05447748

The Companies Act 1985

SPECIAL AND ORDINARY RESOLUTIONS

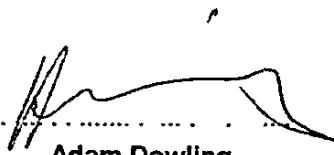
of

ZERO CARBON UK LIMITED

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Passed: 9 May 2011
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At a general meeting of the above-named Company, duly convened and held at Holiday Inn Express, Danestrete, Stevenage, SG1 1XB on 9 May 2011 the following resolutions: No 1 as a special resolution and No 2 as an ordinary resolution were passed:

1. **THAT** it has been proved to the satisfaction of this meeting that the Company cannot by reason of its liabilities, continue its business and that it is advisable to wind-up the same and that, accordingly, the Company be wound-up voluntarily.
2. **THAT** Conrad Alan Beighton and Stephen Blandford Ryman of Shipleys LLP, 10 Orange Street, Haymarket, London WC2H 7DQ, be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding-up. Any act required to be taken by the Joint Liquidators can be undertaken by either one of them acting independently.


Adam Dowling
Chairman

SATURDAY



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14/05/2011

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COMPANIES HOUSE