

Company No 6355894

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MERE POWER LIMITED (the "Company")

CIRCULATION DATE 1st JUNE 2012

WEDNESDAY



A13 *A29VDZXE* 05/06/2013 #341
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that the following resolutions are passed as written resolutions of the Company, having effect as special resolutions (the "Resolutions") -

SPECIAL RESOLUTIONS

- 1 **THAT** the 100 existing issued ordinary shares of £1 00 each in the capital of the Company held by Blue Energy Ghana LLP be and are hereby converted into and redesignated as A shares of £1 00 each having the rights and restrictions set out in the Articles of Association to be adopted pursuant to Resolution 5
- 2 **THAT** the 80 existing issued ordinary shares of £1 00 each in the capital of the Company held by Mark Hogg be and are hereby converted into and redesignated as B shares of £1 00 each having the rights and restrictions set out in the Articles of Association to be adopted pursuant to Resolution 5
- 3 **THAT** the 20 existing issued ordinary shares of £1 00 each in the capital of the Company held by Paul Forjoe be and are hereby converted into and redesignated as B shares of £1 00 each having the rights and restrictions set out in the Articles of Association to be adopted pursuant to Resolution 5
- 4 **THAT** the 9,800 unissued ordinary shares of £1 00 each in the capital of the Company be and are hereby converted into and redesignated as A shares of £1 00 each having the rights and restrictions set out in the Articles of Association to be adopted pursuant to Resolution 5
- 5 **THAT**, the regulations annexed to these resolutions be and are hereby adopted as the new articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on, and hereby irrevocably agree to, the Resolutions -

18 June 2012
Blue Energy Ghana LLP

18 June 2012
Date

Mark Hogg

2012
Date

Paul Forjoe

2012
Date

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -

- **By Email** by attaching a scanned copy of the signed document to an email and sending it to john.clegg@pinsentmasons.com. Please enter "Written Resolutions dated [CIRCULATION DATE]" in the email subject box.
- **Post** returning the signed copy by post to John Clegg, of Pinsent Masons LLP, 3 Hardman Street, Manchester M3 3AU.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by the date being 28 days after the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

2012

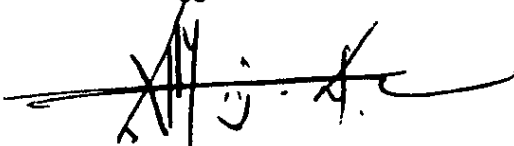
Blue Energy Ghana LLP

Date

2012

Mark Hogg

Date


Paul Forjee

31st May
Date

2012

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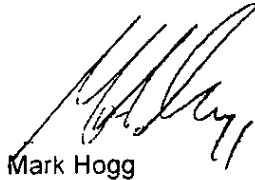
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2012

Blue Energy Ghana LLP

Date


Mark Hogg

Date

1 - 6

2012

2012

Paul Forjoe

Date

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