

Company Number: 06370792

THE COMPANIES ACT 2006

MONDAY



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26/10/2015

#120

COMPANIES HOUSE

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF

ENEGI OIL PLC

("the Company")

At a general meeting of the Company duly convened and held on 26 October 2015 at 10.30 am at the Fairclough Suite, Midland Hotel, Peter Street, Manchester, M60 2DS, the following resolutions 1 and 2 were passed as Ordinary Resolutions and resolutions 3 to 6 were passed as Special Resolutions

Ordinary Resolutions

1. THAT:

- a Each of the 189,792,348 issued ordinary shares of 1 pence each in the capital of the Company ("Existing Ordinary Shares") and any unissued ordinary shares of 1 pence each in the capital of the Company be and are hereby subdivided into one new ordinary share of 0.1 pence each in the capital of the Company ("New Ordinary Shares") and one deferred ordinary share of 0.9 pence each in the capital of the Company ("Deferred Share") on the basis of one New Ordinary Share and one Deferred Share for each Existing Ordinary Share;
- b The Deferred Shares shall have the following rights and be subject to the restrictions set out below
 - i as regards income, the Deferred Shares shall not entitle the holders thereof to receive any dividend or other distribution,
 - ii as regards voting, the Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company,
 - iii. as regards capital, on a return of capital on a winding up the holders of Deferred Shares shall only be entitled to receive the amount paid up on such shares after the holders of the New Ordinary Shares have received the aggregate amount paid up thereon plus £10,000,000 for each such share held by them and shall have no other right to participate in the assets of the Company,
 - iv as regards transfers, the Company is authorised at any time
 - 1 to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto,
 - 2 pending any such transfer not to issue certificates for the Deferred Shares,
 - v as regards variation of rights, neither

- 1 the passing by the Company of any resolution for a reduction of capital involving the cancellation of the Deferred Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the Court of an order confirming any such reduction of capital or share premium account or the making effective of such order, nor
2. the purchase by the Company in accordance with the provisions of the Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase,

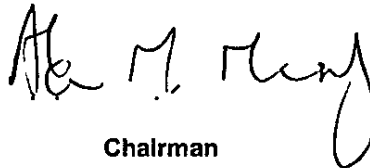
shall constitute a variation or abrogation of the rights attaching to the Deferred Shares; and

- vi as regards further issues, the rights conferred by the Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking *pari passu* with or in priority to the Deferred Shares

- 2 **THAT**, in accordance with section 551 of the Companies Act 2006 (the "Act"), in substitution of any existing authority, the Directors be generally and unconditionally authorised to allot equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £180,000 (or £1,800,000 in the event that Resolution 1, Resolution 4 and/or Resolution 4B are not passed) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next Annual General Meeting of the Company, save that the Company may before such expiry make offer(s) or enter agreement(s) which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors may allot or grant equity securities in pursuance of such offers or agreements notwithstanding that the authority conferred by the resolution has expired.
3. **THAT** the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association.
4. **THAT**, subject to Resolution 1 being passed, the Articles of Association produced to the meeting marked "Resolution 4" and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association
5. **THAT**, conditional on the passing of Resolution 2 above, the Directors of the Company be and are hereby generally and unconditionally empowered, pursuant to section 570 of the Companies Act 2006 (the "Act"), to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 2 above or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £180,000 (or £1,800,000 in the event that Resolution 2, Resolution 4 and/or Resolution 4B are not passed) and provided that the power shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company (unless

renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) on agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired

6. THAT, the name of the Company be and is hereby changed to "Nu-Oil and Gas plc"


Chairman



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 6370792

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

ENEGI OIL PLC

a company incorporated as public limited by shares; having its registered
office situated in England and Wales; has changed its name to:

NU-OIL AND GAS PLC

Given at Companies House on **26th October 2015**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**