

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GREEN COMPLIANCE ENERGY CONSULTANCY LIMITED

("the Company")

CIRCULATION DATE:

30 April 2010

LAPSE DATE

28 May 2010

THURSDAY



A19 \*A2SCZJRP\* 06/05/2010 307  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ("the **Special Resolution**")

**SPECIAL RESOLUTION**

**1 THAT** the existing Articles of Association ("**Articles**") of the Company are amended so that

a Article 2 is deleted in full and replaced with the following new Article 2 -

"2 Regulations 8, 9, 10, 11, 24, 25, 26, 28, 60, 61, 64, 73, 74, 75, 81(e), 94, 95, 96, 97 and 98 of Table A shall not apply to the Company but the Articles of Association hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company "

b A new Article 18 is inserted as follows -


"18 Transfer of Shares

The Company shall be entitled to retain any instrument of transfer which is registered "

c A new Article 19 is inserted as follows -

"19 Notwithstanding anything to the contrary contained in these Articles of Association, no transferor of any shares in the Company or proposed transferor of such shares to a bank or institution to which such shares have been charged by way of security, or to any nominee of such bank or institution (a "**Secured Institution**") or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholders shall have any right under the Articles of Association or otherwise howsoever to require such shares to be transferred to them whether for consideration or not "

For and on behalf of  
Green Compliance plc

A handwritten signature, possibly 'J. Green', is written in black ink. Below the signature, the date '30 April' is written in a similar handwritten style.

Date

## NOTES

1 If you agree with the Special Resolution, 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 Hand** delivering the signed copy to the registered office of the Company, or  
**Post** returning the signed copy by post to the registered office of the Company

If you do not agree to the Special Resolution, 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 Special Resolution, you may not revoke your agreement

3 Unless, by the Lapse Date sufficient agreement has been received for the Special Resolution to pass, it will lapse If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document