

CLIMATE CHANGE CAPITAL GROUP LIMITED

(Registered in England - No 0652782)

(the "Company")

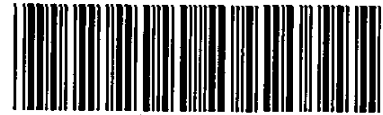
WRITTEN RESOLUTION

SPECIAL RESOLUTIONS

CERTIFIED TO BE A TRUE  
COPY OF THE ORIGINAL

*Baker McKenzie LLP*  
BAKER & MCKENZIE LLP  
SOLICITORS  
100 NEW BRIDGE STREET  
LONDON EC4V 6JA

WEDNESDAY



\*A155TNEX\*

A09

21/03/2012

#82

COMPANIES HOUSE

CIRCULATION DATE: 19 March 2012

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolutions are passed as special resolutions in accordance with section 283 Companies Act 2006

#### Special Resolutions

#### THAT:

In accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £300,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date hereof, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors of the Company may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in addition to all previous authorities conferred on the directors of the Company in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006

#### THAT:

In accordance with the exemption contained in Article 3.3 of the Articles of Association of the Company (the **Articles**), "B" Ordinary Shares of the Company may be allotted without regard to the pre-emptive procedure set out in Articles 3.3 and 3.4 of the Articles to CCC International Holdings Limited as may be required in connection with the redemption of the existing issued subordinated convertible loan notes 2019, up to a maximum nominal amount of £300,000

By Order of the Board.

Director/Secretary

*19<sup>th</sup> March 2012*

Date

#### INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

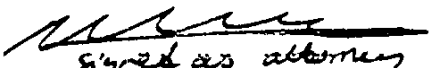
- 1 Eligible members are members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The procedure for signifying agreement by an eligible member to the written resolutions is as follows

- A member signifies his agreement to the proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
  - The document must be sent to the Company in hard copy form or in electronic form in one of the following ways
    - **By Hand:** Delivering the signed copy to Simon Robert-Tissot, Company Secretary, Climate Change Capital Group Limited, 3 More London Riverside, London SE1 2AQ
    - **Post:** Returning the signed copy by post to Simon Robert-Tissot, Company Secretary, Climate Change Capital Group Limited, 3 More London Riverside, London SE1 2AQ
    - **Fax:** Faxing the signed copy to +44 (0)207 939 5030 marked "For the attention of Simon Robert-Tissot"
    - **E-mail:** By attaching a scanned copy of the signed document to an e-mail and sending it to [srobert-tissot@c-c-capital.com](mailto:srobert-tissot@c-c-capital.com) Please enter "Written Resolutions dated 19 March 2012" in the e-mail subject box
  - A member's agreement to a written resolution, once signified, may not be revoked
  - A written resolution is passed when the required majority of eligible members has signified their agreement to it
- 3 If you do agree to the written resolutions, please return this document to the Company as soon as possible. The period for agreeing to the written resolutions is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- 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 names of the joint holder appear in the Register of Members
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

#### AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

I/We being eligible members of the Company

- 1 Confirm that I/we have received a copy of the above written resolutions in accordance with section 291 Companies Act 2006, and
- 2 Hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 Companies Act 2006 and that such resolutions shall take effect as special resolutions

Signature: 

Name: See Attached List

Date: 19<sup>th</sup> March 2012

Signature: 

Name: See Attached List.

Date: 19<sup>th</sup> March 2012

Schedule of Shareholders approving the Written Resolution acted on under Power of Attorney on 19th March 2012

Legal Holder	Number of Shares	Address1	Address2	Address3	City	PostCode
Alliance Trust Plc	15,000,000	8 West Marketgail,			Dundee,	DD1 1QN
Andrew Gale	49,544	55 Chipstead Street			London	SW6 3SR
Andrew Pearson	327,789	26 Ingram Road			London	N2 9QA
Apex Trust Company Limited	90,080	Apex Trust Company Ltd	PO Box 129	Commercial House	Commercial Street, S	JE4 8QS
Blathnaid Behan	1 497,980	44 Lansdowne Gardens			London	SW8 2EF
Brad Gentry	28,150	1167 Maron Road (driveway on Huckins Road)	Cheshire			CT06410
Charles Conner	93,277	79 Fortune Green Road			London	NW6 1DR
Charlotte Boulton	102,364	North Hall	East Chillington		East Sussex	BN7 3QS
Chris Thomas	168,900	No 8 Ridley Park			Singapore	248483
Deborah Parsons	140,750	78 Selborne Road	Southgate		London	N14 7DG
Gareth Hughes	1 815,603	Beelle House, Roundstreet Common	Roundstreet Common, Wisborough Green	Bilingshurst	West Sussex	RH1 4OQ
H Joseph Leitch	888,233	103 Mount Street			London	W1K 2TJ
Ian Temperton	589,797	25 Foxbourne Road			London	SW17 8EN
James Cameron	4,326,891	21 Finlay Street			London	SW6 6HE
Jennifer Hall Thornton	281,500	22 Ivor Place			London	NW1 6EU
Jeremy Collier	104,421	c/o Collier Capital Limited	33 Cavendish Square		London	W1G 0TT
Jim Rooney	81,300	170 Browns Hill Road	Sunapee		New Hampshire	03782
John Roberts	112,600	2 Princess Grove	Seer Green	Beaconsfield	Bucks	HP9 2GN
Joseph Stanslaw	30,402	PO Box 2293	South Hamilton		Massachusetts	01982
Julian Richardson	11,260	Pinn Cottage	Easington Lane	Long Crendon	Buckinghamshire	HP18 9EX
Justin Mundy	270,701	The Bine, Fairtree	Nr Bridgnorth	Shropshire		WV16 6RH
Kevin Muller	168,900	26 Winchendon Road	Teddington		Middlesex	TW11 0SX
Louis Perroy	172,852	2 Amber Road		439846		
Margaret Mogford	75,059	Albion House	Sutton	Pulborough	West Sussex	RH20 1PL
Mark Bell	1,642,651	107 Mycenae Road	Blackheath		London	SE3 7RX
Mark Kenber	11,260	61c Beaconsfield Villas	Brighton	East Sussex		BN1 6HB
Mark Macleod	1,238,900	13 Firs Avenue,			London,	N10 3LY
Mark Partington	477,660		11 Dartmouth House	Dartmouth Row	London	SE10 8BF
Mark Woodall	1,960,845	Long Boyds House	Hedors Road	Bourne End	Bucks	SL8 5EE
Michael Miller	56,300	5630 16th Street NW	Washington	Washington D C		20011

Michael Northrop	109,593	72 willow Street 2-1, Onihemachi 1-Chome	Brooklyn Chiyodaku	New York	11201
Mitsui & Co., Ltd	6,750,000			Tokyo	100-0004
Momichi Ltd	1,784,930	Gentoo Fund Services Limited, PO Box 40	Mill Court	Guernsey	GY1 3GG
Otto Van der Wyck	2,790,323	29 Curzon Street		London	W1J 7TL
Paul Brewer	742,889	Donhead Hall	Donhead St Mary	Shaftesbury	SP7 9DS
Peter Sweatman	721,648	Calle Ortega y Gasset,	21, 5 Izq.	Madrid	28006
Peter Wheeler	834,326	37 Ladbroke Square		London	W11 3NB
Philip Staveley	198,209	Boleyn	downs side	Surrey	sm2 7eh
Philippa Cowdrey	429,500	High Barn Farm	High Barn Road	Surrey	KT24 5PP
Rob Buchan	438,734	48 Lavender Gardens		London	SW11 1DN
Ron Freeman	47,708	90 Campden Hill Court	Campden Hill Road	London	W8 7HW
Ronald Oxburgh	112,588	22a Lupus Street	Pimlico	London	SW1V 3DZ
Rory Hills	24,625	13 Geraldine Road	Wandsworth	London	SW18 2NR
Rupert Edwards	775,260	19 Ellerby Street		London	SW6 6EX
Schroder & Co Bank AG	1,324,333	Service Centre Private Banking	Pfingstweidstrasse 60	Zurich	CH-8031
Schroder & Co Nominees Ltd	143,722	31 Gresham Street		London	EC3V 7QA
Shaun Mays	1,453,905	19 Beach Street - penthouse,	New York,		NY 10013,
Simon Drury	37,326	1 Brodrick Road	Wandsworth	London	SW17 7DZ
SNS Real Invest NV	20,000,000	Croeselaan 1		BJ Utrecht	3521
Sophia Ruck	112,600	122 Victoria Rise		London	SW4 0NW
T M Woodhouse	76,534	Flat 49, Charlbert Court	Charlbert Street	London	NW8 7BY
The Anthony White Discretionary Settlement 2008	304,020	The Old Vicarage	25 West Street	Northamptonshire	NN6 7QF
The Anthony White Family Trust 2008	1,854,870	The Old Vicarage	West Street	Northamptonshire	NN6 7QF
The Gareth Hughes Family Trust 2008	644,804	Beetle House	Roundstreet Common	Billinghurst, West	RH14 0AL
Universities Superannuation Scheme Limited	14,250,000	60 Threadneedle Street		Sussex	EC2R 8HP
Vivienne Cox	50,000	Austins Hall Farm	Venus Hill	London	HP3 0PG
Wall Patterson	86,566	Royal Institute of International Affairs	Little Rushmoor, High Bois Lane	Hertfordshire	HP6 6DQ
			Amersham	Buckinghamshire	