

 COPY

Company Number 06595315

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

**INFINIS ENERGY HOLDINGS LIMITED**  
(the "Company")

Circulation Date 7 January 2013

INFINIS CAPITAL LIMITED, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolution as a special resolution

#### **SPECIAL RESOLUTION**

**THAT** the articles of association of the Company be amended by deleting the existing article 35 in its entirety and replacing it with the following new article 35

#### **"35 Share transfers**

- (1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor
- (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- (3) The company may retain any instrument of transfer which is registered
- (4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- (5) Subject to article 35 (6), the directors may refuse to register the transfer of a share to any person, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal, setting out their reasons for the refusal, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the company, unless they suspect that the proposed transfer may be fraudulent
- (6) Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged A certificate by any official of such bank

THURSDAY



A06 \*A1ZRFRV4\* 10/01/2013 #291  
COMPANIES HOUSE

or institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact "

#### **AGREEMENT**

Please read the notes accompanying this document before you signify your agreement to the resolution

The undersigned being the sole eligible member of the Company entitled to vote on the above resolution on the Circulation Date hereby irrevocably agrees to the resolution above

For and on behalf of **INFINIS CAPITAL LIMITED** as sole shareholder of the Company



**Director**

for and on behalf of  
**INFINIS CAPITAL LIMITED**

Date 7 January 2013

## NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document as indicated and returning it to the Company in hard copy or in electronic form
- 2 If you do not agree to the resolution you do not need to do anything, you will not be deemed to agree if you fail to reply
- 3 Your agreement to the resolution, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolution to pass then it will lapse
- 4 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