

Company Number 6763339

THURSDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
AMBER INFRASTRUCTURE GROUP HOLDINGS LIMITED
(the "Company")

Passed on 20 January 2012

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 "**Resolution**")

SPECIAL RESOLUTION

"**THAT** Article 2 is amended as follows (new amount in ***bold italics***)

Interpretation

(a) In these articles unless the contrary intention appears

A Shares means A ordinary shares of ***£0.0625*** each in the capital of the Company and **A Shareholder** means a holder of any of them,

Act means the Companies Act 1985 (as amended from time to time);

B Shares means B ordinary shares of ***£0.0625*** each in the capital of the Company and **B Shareholder** means a holder of any of them,

Board means the board of directors of the Company,

C Shares means C ordinary shares of ***£0.0625*** each in the capital of the Company and **C Shareholder** means a holder of any of them,

Change of Control means the Founders (or the members of their respective Founder Groups) together ceasing to control directly or indirectly the Company For the purposes of this definition, **control** of the Company means the holding beneficially of more than 50 per cent of the issued share capital of the Company (excluding any part of that issued share capital that carries no right to participate beyond a specified amount in a distribution of either profits or capital),

D Shares means D ordinary shares of ***£0.0625*** each in the capital of the Company and **D Shareholder** means a holder of any of them,

AGREEMENT

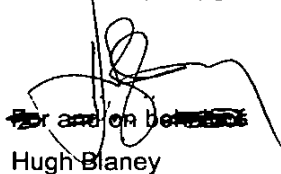
Please Read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a member entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution



Giles Frost

Dated 20/1/12


~~For and on behalf of~~
Hugh Blaney

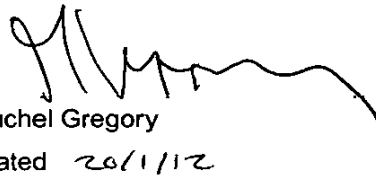
Dated 20/1/12


Tom O'Shaughnessy

Dated 20/1/12

Patrick Blaney

Dated


Michel Gregory

Dated 20/1/12

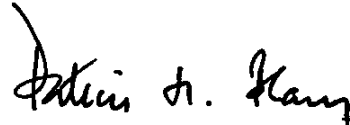
NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 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 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolution to pass before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

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Giles Frost
Dated

Patrick Blaney
Dated 20/11/12

Hugh Blaney
Dated

Michel Gregory
Dated

Tom O'Shaughnessy
Dated

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