



SCT *S50JWROQ* #318
11/02/2016
COMPANIES HOUSE

Company number: SC484891

THE COMPANIES ACTS 1985-2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

EARLS GATE ENERGY CENTRE LIMITED (the Company)

3 FEBRUARY 2016 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company propose that the resolutions below are passed as special resolutions.

SPECIAL RESOLUTIONS

1. That, with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following new Article immediately after Article 15:

"Article 16 Shares mortgaged or charged

(a) In this Article:

(i) a "Relevant Transfer" means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power; and

(ii) a "Secured Party" means, in respect of any shares, any bank, institution or any other person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person.

(b) Notwithstanding anything otherwise provided in the Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers or otherwise) The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt.

(c) Any shareholder in the Company is not required to comply with any provision of the Articles which restricts a Relevant Transfer.

(d) There is no requirement that any shares that are the subject of a Relevant Transfer should be offered to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise to require any such shares to be transferred to them. In addition no parent company written consent is required for a Relevant Transfer.

(e) The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of any Secured Party.

(f) Notwithstanding anything contained in these Articles, the directors of the Company may not exercise rights of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Party.

(g) If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolution.

The undersigned, a person entitled to vote on the above resolution on the Circulation Date, irrevocably votes in respect of the resolution as indicated above.

SIGNED BY: 

DATE: 31 FEBRUARY 2016

Director, for and on behalf of Hargreaves Energy Projects Limited