

# KLEENAIR SYSTEMS INTERNATIONAL PLC

## (the "Company")

*(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05075088)*

The following resolutions were passed at a general meeting of the Company held at 12.00pm on 24 June 2009, such resolutions being extracted without amendment from the notice of general meeting of the Company dated 29 May 2009, save in respect of a manifest error contained in paragraph 2(b) of the resolution which was corrected at the general meeting and which is reproduced below in amended and approved form.

### Ordinary resolution

#### 1. Approval of Proposal for a Company Voluntary Arrangement - Ordinary Resolution

THAT the proposal dated 14 May 2009 for a Company Voluntary Arrangement of the Company pursuant to the Insolvency Act 1986 (the "CVA"), a copy of which was produced to the Meeting and signed by the Chairman for purposes of identification be approved (subject to such amendments as may be approved by the Directors, the Creditors and the Nominee/Supervisor as each expression is defined or used in the CVA) and that the Directors be authorised to take all steps necessary or, in the opinion of the Directors, reasonable, to give effect to the CVA.

### Special resolution

#### 2. Issue of B Ordinary Shares - Special Resolution

THAT conditional on the passing of Resolution 1 above:

- (a) 12,212,000 authorised but unissued ordinary shares of 1 penny each in the capital of the Company be and they are hereby converted and re-designated into 12,212,000 B ordinary shares of 1 penny each having the rights set out in the articles of association; and
- (b) the articles of association of the company be amended by the replacement of the current article 3 with the following new article 3:

#### "3. Ordinary and B Ordinary Shares

- 3.1 The authorised share capital of the Company is £1,000,000 divided into 87,788,000 ordinary shares of 1 penny each and 12,212,000 B ordinary shares of 1 penny each.
- 3.2 The B ordinary shares shall entitle the holders of such shares to exercise each of the rights attaching from time to time to the ordinary shares save that:
  - (i) holders of B ordinary shares shall be entitled to receive notice of and to attend at general meetings of the Company but shall not be entitled to vote on any resolution unless the resolution is one which varies, modifies, alters or abrogates any of the rights, privileges, limitations and/or restrictions attaching to the B ordinary shares; and
  - (ii) the holders of B ordinary shares shall have the right at any time and from time to time to convert their interests in B ordinary

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shares into fully paid ordinary shares on the basis of one ordinary share for each B ordinary share held by requesting the Company of the same in writing and depositing the request at the Office, informing the Company of the number of B ordinary shares the subject of the proposed conversion (and if such shares are in certificated form, enclosing the share certificate therefor). Within 10 business days of the receipt by the Company of such a notice, the Company shall be deemed to have converted and re-designated the relevant number of B ordinary shares the subject of the request into the relative number of new fully paid ordinary shares, subject to any necessary adjustment as set out in article 3.3 below. The certificates for the new ordinary shares arising on conversion of the relevant B ordinary shares (and where relevant for the remaining interests in B ordinary shares) shall be despatched by the Company within 10 business days of the date of conversion and redesignation of the relevant B shares and such certificates shall be despatched to the persons entitled to them at their own risk. The entitlement of each holder of a B ordinary share to a fraction of an ordinary share shall be rounded to the nearest whole number of ordinary shares which result from the conversion of the B ordinary shares.

- 3.3 The professional advisers or auditors of the Company for the time being shall certify to the Company in writing the adjustments (if any) to the number of ordinary shares into which B ordinary shares are to be converted which they consider to be necessary so that, after such adjustment and on conversion, the holders of B ordinary shares shall be entitled to receive arising on conversion an appropriate percentage of the issued ordinary share capital of the Company carrying the relative proportion of votes exercisable at a general meeting of shareholders and the same entitlement to participate in distributions of the Company, in each case as nearly as practicable so as to preserve the economic interests of the holder of B ordinary shares so converted. The Company shall then notify the B ordinary shareholders in writing of the necessary adjustment as determined by the professional advisors or auditors."



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Company secretary/director  
For and on behalf of  
Kleenair Systems International Plc

Dated: <sup>12</sup> 12 August 2009