

**UK ENERGY SYTEMS LIMITED**

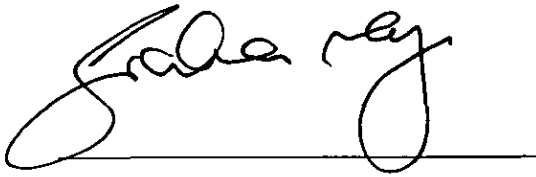
**(COMPANY NUMBER 5721315)**

**UNANIMOUS WRITTEN SPECIAL RESOLUTION OF THE SOLE  
SHAREHOLDER PASSED ON 10<sup>TH</sup> JUNE 2009**

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**IT WAS RESOLVED THAT** the articles of association annexed to this Resolution are adopted, hereby replacing the existing Articles of Association of the Company.

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED ON  
10<sup>TH</sup> JUNE 2009



Graham May

Company Secretary

FILED BY:

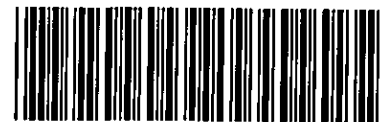
GRAHAM MAY

MILLERS ASSOCIATES

36 SPITAL SQUARE

LONDON E1 6DY

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COMPANIES HOUSE

**The Companies Act 1985**

**(As amended by the Companies Act 2006)**

**Private Company Limited by Shares**

**ARTICLES OF ASSOCIATION**

of

**UK ENERGY SYSTEMS LIMITED**

(Amended by special resolution passed on 10 June 2009)

**PRELIMINARY**

1. (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.
- (b) The Articles hereinafter contained, together with the Regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the Regulations of the Company.
- (c) Any reference in these Articles to "the 1985 Act" shall mean the Companies Act 1985 and any reference to the "2006 Act" shall mean the Companies Act 2006 as amended or extended by any other enactment.
- (d) "communication" means the same as in the Electronic Communications Act 2000.
- (e) "electronic communication" means the same as in the Electronic Communications Act 2000.
- (f) "Silver Point" means SPCP Group, LLC (or any assignees of its units or membership interests in GBGH, LLC, a Delaware Limited Liability Company).
- (g) "Silver Point Designee" means the Director of the Company from time to time designated as the Silver Point Designee by Silver Point, by written notice to the Company which shall take effect on lodgement at the registered office of the Company.

**INTERPRETATION**

2. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

**ALLOTMENT OF SHARES**

3. (a) Subject to Article 21 and the provisions hereinafter expressed, the Directors are authorised for the purposes of section 80 of the 1985 Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of

the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:

- (i) save as provided in sub-paragraph (ii) below, the authority hereby given to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
- (ii) the Members in General Meeting may by Ordinary Resolution:-
  - (A) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to modify the duration of authority pursuant to Section 80A of the 1985 Act), but such Resolution shall comply with the relevant provisions of the 1985 Act and the 2006 Act;
  - (B) revoke or vary any such authority (or renewed authority);
- (iii) notwithstanding the aforementioned provisions of sub-paragraphs (i) and (ii) the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

#### SHARES

- 4.
  - (a) Subject to Article 21 and Chapter VII of Part V of the 1985 Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
  - (b) Regulation 35 of Table A shall not apply to the Company.
  - (c) Subject to Article 21 and Chapter VII of Part V of the 1985 Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.
- 5. Regulation 8 of Table A shall read and be construed to provide as follows:

"The Company shall have a first and paramount lien on every share (other than shares which have been mortgaged or charged by way of security to any bank, institution or other person, or any nominee of such bank, institution or other person) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share. The directors may at any time declare any share (other than shares which have been mortgaged or charged by way of security to any bank, institution or other person, or any nominee of such bank, institution or other person) to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share (other than shares which have been mortgaged or charged by way of security to any bank, institution or other person, or any nominee of such bank, institution or other person) shall extend

to any amount payable in respect of it.”

#### GENERAL MEETINGS AND RESOLUTIONS

6.
  - (a) Any proxy appointed by a member of the Company in accordance with Section 324 of the 2006 Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in paragraph 10(c) below.
  - (b) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
  - (c) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands to vote instead of him and that such proxy need not also be a Member.
  - (d) Regulations 38 and 59 of Table A shall be modified accordingly.
  - (e) Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat an electronic communication appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.
7. A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable or by any other electronic communication by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

8.
  - (a) Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
  - (b) Regulation 64 of Table A shall not apply to the Company.
9.
  - (a) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
  - (b) The Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
  - (c) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General

Meeting as the maximum number of Directors for the time being in force.

- (d) Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.

#### PROCEEDINGS OF DIRECTORS

10. Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him (by electronic communication or otherwise) at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address given to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.
11. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any other form of electronic communication which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.
12. (a) A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 252 of the 2006 Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Sections 177 and 182 of the 2006 Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

- (b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

#### BORROWING POWERS

13. Subject to Article 21, the Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

#### GRATUITIES AND PENSIONS

15. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may"

the words "on behalf of the Company".

#### DIVIDENDS

16. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part 23 of the 2006 Act which apply to the Company.

#### NOTICES

17. (a) Any notice or other document may be served on or delivered to any Member by the Company either;
- (i) personally, or
  - (ii) by sending it by post addressed to the Member at his registered address, or
  - (iii) by any form of electronic communication, or
  - (iv) by leaving it at his registered address addressed to the Member, or
  - (v) by any other means instructed in writing by the Member concerned and agreed by the Company.

In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

- (b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by electronic communication, shall be deemed to have been served or delivered when it was so left or sent. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. Regulation 115 of Table A shall be modified accordingly.

#### EXECUTION OF DOCUMENTS

18. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two Directors, or by a Director and the Secretary, or by a Director in the presence of a witness who attests this signature. Any document signed by two Directors, or by a Director and the Secretary, or by a Director in the presence of a witness who attests the signature and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors. Regulation 101 of Table A shall not apply to the Company.

#### INDEMNITY

19. (a) The Company shall in accordance with Section 533 of the 2006 Act pay for any liability insurance and also indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in

which judgment is given in his favour or he is acquitted in any connection with an application under Section 661(3) or (4) or Section 1157 of the 2006 Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

- (b) Regulation 118 in Table A shall not apply to the Company.

#### TRANSFER OF SHARES

20. Regulation 24 in Table A shall be read and construed as if the words:

"However, the directors may not refuse to register any transfer where such a transfer is executed by any bank, institution or other person to whom such shares have been mortgaged or charged by way of security, or by any nominee of such bank, institution or other person, pursuant to the power of sale under such security, and a certificate by any official of such bank, institution or other person or a nominee of such bank, institution or other person that the shares were so mortgaged or charged and the transfer was so executed shall be conclusive evidence of such facts," were included at the end thereof.

#### RESERVED MATTERS

21. Notwithstanding any other provision in these Articles, none of the following actions shall be taken by the Company without the prior written approval of the Silver Point Designee, and Regulation 70 in Table A shall be modified accordingly:
- (a) the adoption of the budget or business plan in respect of each financial year or amendment to the capital expenditure component of such budget or business plan;
  - (b) any capital expenditure, of £250,000 or more, not provided for in the budget or business plan for the relevant financial year;
  - (c) the entry into of any contract, commitment or non-capital expenditure not provided for in the budget or business plan for the relevant financial year under which the Company may incur costs of £250,000 or more;
  - (d) the incurrence by the Company of any indebtedness (including the issuing of guarantees, sureties, indemnities to third parties or hedging arrangements), other than any indebtedness which has been included in an approved budget for the relevant financial year, for an amount in excess of £500,000 or that is otherwise outside the ordinary course of business;
  - (e) any amendment to the memorandum or articles of association of the Company;
  - (f) (i) the creation, consolidation, sub-division, conversion, reduction or cancellation of the Company's share capital; (ii) any increase in the Company's share capital; (iii) the creation, allotment or issue of any shares or other ownership interests or loan capital; (iv) the granting of any option or any warrant or other interest in or over, or right to subscribe for, shares or other ownership interests or loan capital or any security convertible into any of the foregoing; (v) the redemption or re-purchase of the Company's own shares or other ownership interests or loan capital; or (vi) any other reorganisation of its share or equity capital or loan capital;

- (g) the merger, demerger or amalgamation of, or entry into of any partnership or joint venture by, the Company or any restructuring of the Company;
  - (h) any cessation of or material alteration to the business of the Company;
  - (i) any resolution to dissolve, liquidate or wind up the Company, the filing of a petition for winding up by the Company, or the making of any arrangement with creditors generally or any application for an administration order or for the appointment of a receiver or administrator;
  - (j) the acquisition or disposal of any business or assets (other than in the ordinary course of business) with an aggregate value in excess of £500,000;
  - (k) the adoption of any bonus or profit-sharing scheme, any share option or share incentive scheme or employee share trust or share ownership plan or retirement benefit scheme; and
  - (l) any transfer, sale or other disposal of any shares or other ownership interests in any subsidiary of the Company (other than shares which have been mortgaged or charged by way of security to any bank, institution or other person, or any nominee of such bank, institution or other person).
22. Unless otherwise designated by Silver Point by written notice to the Company, the Silver Point Designee shall be Joseph Reynolds. Silver Point may revoke this designation at any time by written notice to the Company which shall take effect on lodgement at the registered office of the Company and designate another Director as the Silver Point Designee.
23. If at any point in time, Silver Point has not designated a Silver Point Designee, the provisions of Article 21 shall not apply.