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29/05/2014  
COMPANIES HOUSE

Company No. 7062201

**APR ENERGY PLC**  
**("THE COMPANY")**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**THE COMPANIES ACT 2006**

**RESOLUTIONS PASSED ON 20 MAY 2014**

At an Annual General Meeting of the Company, duly convened and held at the offices of JP Morgan at Holborn Bars, 138-142 Holborn, London, EC1N 2NQ on 20 May 2014 at 10 00 am, the following resolutions were passed as items of Special Business

**ORDINARY RESOLUTION**

17 The Directors are seeking authority to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company pursuant to section 551 of the Companies Act 2006. The proposed authority takes account of ABI Guidelines, which state that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In addition they will treat as routine a request for authority to allot shares representing an additional one-third of a company's issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

In light of these guidelines, the Board considers it appropriate that the Directors should be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £6,220,607 (representing 62,206,070 ordinary shares of 10p each), being the guideline limit of approximately 66% of the Company's ordinary share capital as at 31 March 2014 (being the latest practicable date prior to the date of this circular). Of this amount £3,110,303 (or 31,103,035 ordinary shares of 10p each), representing approximately 33% of the Company's ordinary share capital as at 31 March 2014 (being the latest practicable date prior to the date of this circular), can only be allotted pursuant to a fully pre-emptive rights issue. The power will last until the conclusion of the following annual general meeting of the Company or, if earlier, 20 August 2015.

**SPECIAL RESOLUTION**

18 In certain circumstances it may be in the interests of the Company for the Directors to allot shares for cash without complying with the pre-emption rights set out in section 561 of the Companies Act 2006. The Directors are therefore proposing a resolution that will grant a general power to allot shares other than to shareholders in proportion to their existing holdings or otherwise than strictly in compliance with those requirements.

This resolution will permit the Directors to allot ordinary shares for cash and/or sell treasury shares without having to offer such shares to existing shareholders

- (a) in connection with a rights issue (as defined in resolution 17), or
- (b) up to a maximum nominal value of £471,258, representing approximately 5% of the Company's issued share capital as at 31 March 2014 (being the latest practicable date prior to the date of this circular)

The power shall be valid until expiry of the general authority to allot shares referred to in resolution 17 above. The Directors currently have no intention to allot new shares pursuant to this authority, but believe it is desirable to have the flexibility afforded by this resolution. The Directors confirm their intention to adhere to the provisions in the Pre-Emption Group Statement of Principles.

regarding cumulative usage of authorities over more than 7.5% of the issued ordinary share capital within a rolling three year period

### **SPECIAL RESOLUTION**

19. The Directors believe that it is in the interests of the Company and its shareholders to have the flexibility to purchase its own shares. The effect of such purchases would either be to cancel the number of shares bought back or the Directors may elect to hold them in treasury. This resolution would be limited to 9,425,162 ordinary shares (being 10% of the issued share capital as at 31 March 2014 (being the latest practicable date prior to the date of this circular)). The Directors do not currently intend to exercise this authority and would only do so in accordance with the provisions of the Company's Articles of Association and the Companies Act 2006. This resolution, unless renewed, will expire at the conclusion of the next annual general meeting of the Company or 20 November 2015 (whichever is earlier).

### **ORDINARY RESOLUTION**

20. It is the policy of the Company and its subsidiaries not to make political donations or incur political expenditure. However, to avoid donations made by the Company (or by subsidiaries of the Company) to charities and other worthwhile causes inadvertently infringing the (wide) definitions of "political donation" or "political expenditure" in the Companies Act 2006, the Directors are seeking authority for the Company (and its subsidiaries) to make political donations and to incur political expenditure up to a maximum aggregate amount of £25,000 from the date of this AGM until the conclusion of the next annual general meeting of the Company or 20 August 2015 (whichever is the earlier).

### **SPECIAL RESOLUTION**

21. The Board believes that it is in the best interests of shareholders of the Company to have the ability to call meetings on not less than 14 days' clear notice should a matter require urgency. The Board therefore propose a resolution at the AGM to approve the reduction in the minimum notice period from 21 clear days to 14 clear days for all general meetings other than annual general meetings. The Directors do not intend to use fewer than 21 clear days' notice routinely, but only where urgent action is required.

### **SPECIAL RESOLUTION**

22. The Company has recently become aware of a technical issue in respect of the Company's procedures for the dividends paid by the Company to shareholders in respect of the financial years ended 31 December 2011 and 2012. The Company had distributable profits to pay those dividends at those times, but applicable interim accounts showing the requisite level of distributable profits were not prepared and filed at Companies House in accordance with the Companies Act 2006. Consequently, the Company may have claims against past and present shareholders who were recipients of those dividends (and against persons who were directors of the Company at the time of payment of the dividends or who have subsequently become directors of the Company). It is proposed that this matter will be remedied by shareholders passing a special resolution at the Company's Annual General Meeting so as to put (so far as possible) the past and present shareholders who received the dividends, and the directors of the Company, into the position in which they were always intended to be.

It is not the intention of the Company that any claims should be made by the Company against either past and present shareholders who received the dividends or against past or present directors in respect of the dividend payments.

## **ORDINARY RESOLUTION**

**23.** In accordance with the Companies Act 2006, a company is permitted to use its website to publish statutory documents and communications to shareholders, such as its Annual Report and Accounts, as its default method of publication. APR Energy plc would like to take advantage of these regulations, therefore in future we intend to publish all shareholder information, including the AGM Notice of Meeting and Annual Report and Accounts on the company website at [www.aprenergy.com](http://www.aprenergy.com). Reducing the number of communications sent by post will not only result in cost savings to the Company but also reduce the impact that the unnecessary printing and distribution of reports has on the environment. Shareholders can however continue to receive such documents and communications by post and a letter explaining that option in more detail is enclosed with this circular. The Company will put a resolution to shareholders at the forthcoming Annual General Meeting to allow the website publication of these documents as its default method of publication.