

**APR ENERGY PLC**  
(the "Company")

Company number 07062201

**The Companies Act 2006**

Public company limited by shares

FRIDAY



\*L52IAZE9\*

LD6

11/03/2016

#31

COMPANIES HOUSE

**RESOLUTIONS PASSED ON 11 FEBRUARY 2016**

At the General Meeting of the Company, duly convened and held at its office at 3600 Port Jacksonville Parkway, Jacksonville, FL 32226, United States of America on 11 February 2016 at 11 am (EST) / 4 00 pm (London time), the following resolutions were duly passed

**IT WAS RESOLVED:**

**ORDINARY RESOLUTION**

1. **THAT** in accordance with section 551 of the Companies Act 2006 ("the Act"), the directors of the Company be generally and unconditionally authorised to allot shares or grant rights to subscribe for or to convert any security into in the Company ("**Rights**") up to an aggregate nominal amount of £11,174,400 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 11 February 2017, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has passed This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

**SPECIAL RESOLUTIONS**

2 **THAT** subject to the passing of Resolution 1, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560(1) of the Act) for cash or otherwise pursuant to the authority given by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to allotment of equity securities up to an aggregate nominal amount of £11,174,400, and the power given in this Resolution 2

- x shall be in substitution for all other authorities pursuant to section 570 of the Act to the extent not utilised at the date this Resolution 2 is passed, and
- y. unless renewed, revoked, or varied in accordance with the Act, shall expire on 11 February 2017, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement as if the power conferred hereby had not expired

3 **THAT**, subject to the Delisting having occurred, with effect from the date on which the compulsory acquisition procedure under chapter 3 of the Companies Act 2006 commenced by Apple Bidco Limited on 18 January 2016 is completed, the Company be re-

registered as a private limited company under the Companies Act 2006 by the name of APR Energy Limited

For the purpose of these resolutions, "Delisting" has the meaning given to that term in the circular of the General Meeting