

2004782

WRITTEN RESOLUTION
of
MARYPORT DEVELOPMENTS LIMITED



Company number 2094782

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MARYPORT DEVELOPMENTS LIMITED ("Company")

13 December 2011 (Circulation date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("2006 Act"), the directors of the Company propose that resolutions 1,2 and 3 below are passed as special resolutions (together **Special Resolutions**)

SPECIAL RESOLUTIONS


- 1 THAT the share premium account of the Company in the amount of £1,149,899 be cancelled, such cancellation being treated as a reduction in share capital pursuant to section 610(4) of the 2006 Act and being supported by the attached Solvency Statement pursuant to section 642 of the 2006 Act ("Solvency Statement")
- 2 THAT the terms of an agreement proposed to be made between the Company and the North West Development Agency ("NWDA") for the purchase by the Company of the 61 Ordinary Shares of £1 00 each in the capital of the Company held by NWDA on the terms set out in the draft contract attached ("Purchase Contract") be approved and the Company be authorised to enter into the Purchase Contract
- 3 THAT for the purposes of the above purchase and the subsequent transfer of 84 of the Ordinary shares of £1 00 each in the capital of the Company held by the Energy Coast

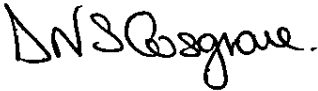
West Cumbria Limited, the members hereby suspend the provisions of paragraph 14 of the Company's Articles of Association

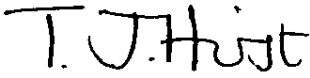
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, a person entitled to vote on the above resolutions on 13 December 2011, hereby irrevocably agrees to the Special Resolutions

Signed by 
for and on behalf of CUMBRIA COUNTY
COUNCIL
Date

Signed by 
for and on behalf ALLERDALE
BOROUGH COUNCIL
Date

Signed by 
for and on behalf of ENERGY COAST
WEST CUMBRIA LIMITED
Date

Signed by 
for and on behalf of NORTH WEST
DEVELOPMENT AGENCY
Date

NOTES

- 1 You can choose to agree to both of the Special Resolutions or neither of them but you cannot agree to only one of the resolutions. If you agree to the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Pauline Gorley, c/o Maryport Developments Limited, Maryport Marina, Marine Road, Cumbria CA15 8AY
- **Post** returning the signed copy by post to Pauline Gorley, c/o Maryport Developments Limited, Maryport Marina, Marine Road, Cumbria CA15 8AY
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Pauline.Gorley@maryportharbour.com Please enter "Written resolutions dated 13 December 2011" in the e-mail subject box

If you do not agree to the Special Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement

- 3 Unless, by 28 December 2011, sufficient agreement has been received for the resolutions to pass, they will lapse. Note that, regardless of the this lapse date, Resolutions 1 and 2 are conditional on being passed before 15 December 2011 (as section 642 of the Companies Act 2006 requires this resolution to be passed within 15 days following the solvency statement). If you agree to these resolutions, please indicate your agreement and notify us as soon as possible

- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document