

# PROGAS BOILERS LIMITED

Number 2754527

We, the undersigned, being all of the Members entitled to attend and vote at a General Meeting hereby resolve that the following Resolutions be passed:-

## WRITTEN MEMBERS' SPECIAL RESOLUTION

THAT:-

- (i) The authorised share capital of the Company be increased from £1,000 to £1,030 by the creation of 10 Non-Voting A Shares of £1 each ("A Shares"), 10 Non-Voting B Shares of £1 each ("B Shares"), and 10 Non-Voting C Shares of £1 each ("C Shares"), having and being subject to the following rights and limitations:

- (a) As regards income:

All or any part of the profits of the Company for the time being available for distribution may be distributed by way of dividend to either the holders of the A Shares, the B Shares or the C Shares, or the Ordinary Shares of £1 each in the capital of the company ("Ordinary Shares") in such amounts and/or proportions and at such time or times as the company shall think fit (but so that no such dividends shall be declared and/or paid otherwise than as recommended by the directors).

- (b) As regards capital:

On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be used in paying to the holders of A, B and C shares the sum of £1 per share (provided that in the event that such assets are insufficient to repay such amount to all the holders of the A, B and C Shares the amount available shall be divided amongst the holders of the A, B and C Shares in proportion to the



respective aggregate amounts repayable to the holders of the A, B and C Shares) and so that, for the avoidance of doubt, any balance remaining thereafter shall be distributed to the holders of the Ordinary Shares.

(c) As regards voting:

The A Shares, B Shares and C Shares shall confer on the holders thereof (in that capacity) the right to receive notice of all general meetings of the Company but shall not confer any right (in that capacity) to attend, speak or vote thereat)

- (ii) The provisions of Article 3a of the Company's Articles of Association shall apply to the A, B and C Shares (for the purposes of such article as if the same had been in existence on the date of incorporation of the Company) but (as is hereby directed) the provisions of Article 3b of such Articles shall not apply to the A, B and C Shares and the Directors may allot or otherwise deal with or dispose of all or any of the same to such persons and generally on such terms and conditions as they think proper

**WRITTEN MEMBERS' ORDINARY RESOLUTION**

THAT:-

In accordance with section 80A the directors are authorised for a period of five years to allot unissued shares in the capital of the Company

Member

Date

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P F Warneford-Bygrave

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12<sup>th</sup> April 2007

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Mrs J E Warneford-Bygrave

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12<sup>th</sup> April 2007