

Company number 04194006

ORDINARY AND SPECIAL RESOLUTIONS

OF

Green Energy (UK) Plc ("Company")

Passed on 6 October 2010

TUESDAY



At an annual general meeting of the Company duly convened and held at the offices of Lawrence Graham LLP at 4 More London Riverside, London SE1 2AU on 6 October 2010 at 11am, the following resolutions were duly passed

**ORDINARY RESOLUTION**

- 1 That, in accordance with section 551 of the Companies Act 2006 (the "CA 2006"), the Directors be generally and unconditionally authorised to allot shares in the Company (whether A, B, C or D shares) or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £25,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 5 October 2015 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 may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the CA 2006

**SPECIAL RESOLUTIONS**

- 2 THAT, subject to the passing of resolution 4 (shown as resolution 1 in this print) and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) (whether A, B, C or D shares) pursuant to the authority conferred by resolution 4 (shown as resolution 1 in this print), as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall expire on 5 October 2015 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired
- 3 That the Articles of Association of the Company (the "Articles") be amended by
  - (a) deleting the restriction in relation to the authorised share capital of the Company in Article 3 and deleting the provision of the Company's Memorandum of Association relating to authorised share capital which, by virtue of section 28 of the CA 2006, is to be treated as a provision of the Articles, and that, notwithstanding all other references to authorised share capital present in the Articles, the Directors be and are hereby authorised to allot equity securities in the capital of the Company (whether pursuant to Resolutions 4 and 5 above or otherwise) (shown as resolutions 1 and 2 in this print) without reference to any restriction relating to authorised share capital, and
  - (b) inserting the following new or revised paragraphs into Article 3 to create a new class of C Ordinary Shares and a new class of D Ordinary Shares in the Company

*To be inserted in place of the first paragraph of Article 3 "Share Capital - The share capital of the Company is divided into A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, all with a nominal value of 0.1 pence each. Except as hereinafter provided in these Articles, the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall rank pari passu in all respects as if the same constituted one class and shall together be referred to as Shares."*

*To be inserted as new Article 3 (C) after current Article 3 (B) "Conversion of D Ordinary Shares - Each D Ordinary Share shall automatically convert into a C Ordinary Share on the earliest of the following*  
*a) the date three and a half years after the date of allotment of the D Ordinary Share,*  
*b) the date upon which Admission becomes effective, or*  
*c) the date upon which a successful offer to purchase 90% or more of the issued equity share capital of the Company (excluding those already held by the offeror) is completed,*  
*and each C Ordinary Share resulting from the conversion shall rank from the date of conversion pari passu in all respects with any other C Ordinary Share in accordance with the terms of these Articles."*

*To be inserted as new Article 3 (D) after new Article 3 (C) "Redemption of D Ordinary Shares - The D Ordinary Shares shall be redeemed at the option of the Company by written notice to the holder of the shares to be redeemed subject to the Companies Act 2006 for a total of one pence for the holder's entire*

06/10/2010

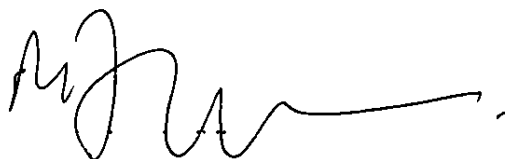
*holding of D Ordinary Shares upon the holder ceasing to be a Customer of the Company at any time within three years of the allotment of such D Ordinary Shares. The date of redemption shall be the date on which the written notice of redemption is served or given or deemed to be served or given in accordance with Articles 145-151 of the Articles "*

*To replace current Article 3 (C) "Income – The A Ordinary Shares and the B Ordinary Shares shall rank pari passu in respect of the distribution of profits. The C Ordinary Shares and the D Ordinary Shares shall not be entitled to participate in the distribution of profits "*

*To replace current Article 3 (D) "Winding Up - On a return of assets, whether on liquidation or otherwise, the surplus assets of the Company after payment of all debts and satisfaction of all liabilities shall be paid solely to the holders of A Ordinary Shares and C Ordinary Shares (and distributed among such holders rateably according to amounts paid or credited as paid up on the A Ordinary Shares or C Ordinary Shares held by them respectively). The B Ordinary Shares and D Ordinary Shares shall carry no rights of any nature to any payment, or any return of assets, howsoever distributed ", and*

- (c) by inserting the words "or D Ordinary Shares" after the words "B Ordinary Shares" in the last line of Article 19 (Share Certificates),
- (d) by inserting the words "or D Ordinary Shares" after the words "B Ordinary Shares" in the first sentence of Article 21,
- (e) by inserting the words "and C Ordinary Shares" after the words "A Ordinary Shares" in the first and second sentence of Article 43, inserting the words "or C Ordinary Shares" after the words "A Ordinary Shares" in the third sentence of Article 43 and inserting the words "or D Ordinary Shares" after the words "B Ordinary Shares" in the last line of Article 43 (Transfer of Shares),
- (f) by inserting the words "or C Ordinary Shares" after the words "A Ordinary Shares" in the first line of each of Articles 44 and 45(A), (B) and (C),
- (g) by inserting the words "or C Ordinary Shares" in the first line of Article 49 after the words "A Ordinary Shares" and the words "or a C Ordinary Share" after the words "an A Ordinary Share" in the first sentence of each of Articles 50 and 52, and the insertion of the words "and D Ordinary Shares" after the words "B Ordinary Shares" in Article 52A,
- (h) by inserting the words "and C Ordinary Shares" after the words "A Ordinary Shares" in the first sentence of Article 156,
- (i) by inserting the words "and C Ordinary Shares" after the words "A Ordinary Shares" in the two places such words appear in Article 158,
- (j) by inserting the words "speak and vote" after the word "attend" in Article 56 (A) (in line with the requirements of the CA 2006), and
- (k) by deleting the words "a Special Resolution or" in Article 55 (so that general meetings of the Company may be called on 14 days' notice as permitted by the CA 2006)

Signed



Chairman of the meeting