

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NEW EARTH SOLUTIONS GROUP LIMITED
(the "**Company**")

PASSED ON 23 July 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed by written resolution as a Special Resolution

SPECIAL RESOLUTION

THAT, the articles of association of the Company be amended by the addition of the following article 12(F)

TRANSFERS OF PREFERENCE SHARES

"12(F) The Preference Shares shall be transferable at any time to any person approved by the Directors "



Director

THURSDAY



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02/08/2012

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COMPANIES HOUSE