

Company Number: 04368018

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NEW EARTH SOLUTIONS GROUP LIMITED
(the "Company")

PASSED ON 5/9 2012

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

SPECIAL RESOLUTION

THAT, in accordance with article 8(D)(1) of the articles of association of the Company (the "**Articles**"), the provisions of article 8(D) of the Articles shall not apply to the allotments of the allotment of 11,165 B ordinary shares of £0.01 each in the Company to New Earth Recycling & Renewables (Infrastructure) plc (or its nominee or a nominee of its custodian) at a price of £89.57 per share



Director

