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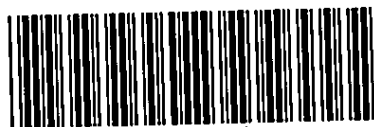
## KLEENAIR SYSTEMS INTERNATIONAL PLC

The following resolutions were duly passed at the general meeting of the company held at 10.30am on Friday 21<sup>st</sup> August 2009:

1. THAT subject to the passing of resolutions 2, 3, 4 and 5, the authorised share capital of the Company be and it is hereby increased from £1,000,000 to £1,900,000 by the creation of 90,000,000 ordinary shares of 1 penny each; 4
2. THAT subject to the passing of resolutions 1, 3, 4 and 5, the Directors be and they are hereby unconditionally authorised pursuant to section 80 of the Companies Act 1985, to the exclusion of all prior such authorities, to allot ordinary shares in the authorised share capital of the Company, provided that this power shall be limited to the allotment of relevant securities up to an aggregate nominal value equal to the authorised but unissued share capital of the Company immediately following the passing of this resolution, such power to expire at the conclusion of the next annual general meeting of the Company. The Company may, before the expiry of this authority, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired; 10
3. THAT subject to the passing of resolutions 1, 2, 4 and 5:
  - (a) each of the issued and authorised 27,881,238 ordinary shares of 1 penny each in the capital of the Company be consolidated into 278,812 ordinary shares of £1 each;
  - (b) each of the 12,212,000 issued B ordinary shares of 1 penny each in the capital of the Company be consolidated into 122,120 B ordinary shares of £1 each; 13

following the consolidation referred to in (a) above, each of the issued ordinary shares of £1 each be sub-divided and re-designated into one ordinary share of 1 penny each and one deferred share of 99 pence each. The ordinary shares of 1 penny each shall carry the same rights in all respects as they did prior to the sub-division and re-designation. The deferred shares shall carry such rights and privileges as set out in the Company's articles of association as amended pursuant to resolution 5 below;

- (d) following the consolidation referred to in (b) above, each of the issued B ordinary shares of £1 each be sub-divided and re-designated into one B ordinary share of 1 penny each and one deferred share of 99 pence each. The B ordinary shares of 1 penny each shall carry the same rights in all respects as they did prior to the sub-division and re-designation ranking pari passu in all respects with each other and with the issued B ordinary shares. The deferred shares shall carry such rights and



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privileges as set out in the Company's articles of association as amended pursuant to resolution 5 below;

4. THAT subject to the passing of resolutions 1, 2, 3 and 5, the Directors be given power pursuant to section 95 of the Companies Act 1985, to the exclusion of all prior such authorities, to allot equity securities (as defined in section 94(2) of the Companies Act 1985) for cash pursuant to the authority referred to in resolution 2 above up to an aggregate nominal value equal to the authorised share capital of the Company immediately following the passing of this resolution as if section 89(1) of the Companies Act 1985 did not apply to any such allotment, such power to expire at the conclusion of the next annual general meeting of the Company. The Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired;

5. THAT subject to the passing of resolutions 1, 2, 3 and 4, the articles of association of the Company be amended pursuant to section 9 of the Companies Act 1985 (as amended) by:

5.1 the insertion of a new definition in Article 2 of the articles of association as follows:

"Deferred Shares" means deferred shares of 99 pence each in the capital of the Company having the rights set out in Article 3.4;

5.2 the replacement of the current Article 3 in its entirety with the following new Article 3 to be inserted in its place:

"3. Ordinary, B Ordinary Shares and Deferred Shares

3.1 The authorised share capital of the Company is £1,900,000 divided into 150,185,574 ordinary shares of 1 penny each, 122,120 B ordinary shares of 1 penny each and 400,932 Deferred Shares.

3.2 The B ordinary shares shall entitle the holders of such shares to exercise each of the rights attaching from time to time to the ordinary shares save that:

(i) holders of B ordinary shares shall be entitled to receive notice of and to attend at general meetings of the Company but shall not be entitled to vote on any resolution unless the resolution is one which varies, modifies, alters or abrogates any of the rights, privileges, limitations and/or restrictions attaching to the B ordinary shares; and

(ii) the holders of B ordinary shares shall have the right at any time and from time to time to convert their interests in B ordinary shares into fully paid ordinary shares on the basis of one ordinary share for each B ordinary share held by requesting the Company of the same in writing and depositing the request at the

Office, informing the Company of the number of B ordinary shares the subject of the proposed conversion (and if such shares are in certificated form, enclosing the share certificate therefor). Within 10 business days of the receipt by the Company of such a notice, the Company shall be deemed to have converted and re-designated the relevant number of B ordinary shares the subject of the request into the relative number of new fully paid ordinary shares, subject to any necessary adjustment as set out in Article 3.3 below. The certificates for the new ordinary shares arising on conversion of the relevant B ordinary shares (and where relevant for the remaining interests in B ordinary shares) shall be despatched by the Company within 10 business days of the date of conversion and redesignation of the relevant B shares and such certificates shall be despatched to the persons entitled to them at their own risk. The entitlement of each holder of a B ordinary share to a fraction of an ordinary share shall be rounded to the nearest whole number of ordinary shares which result from the conversion of the B ordinary shares.

- 3.3 The professional advisers or auditors of the Company for the time being shall certify to the Company in writing the adjustments (if any) to the number of ordinary shares into which B ordinary shares are to be converted which they consider to be necessary so that, after such adjustment and on conversion, the holders of B ordinary shares shall be entitled to receive arising on conversion an appropriate percentage of the issued ordinary share capital of the Company carrying the relative proportion of votes exercisable at a general meeting of shareholders and the same entitlement to participate in distributions of the Company, in each case as nearly as practicable so as to preserve the economic interests of the holder of B ordinary shares so converted. The Company shall then notify the B ordinary shareholders in writing of the necessary adjustment as determined by the professional advisers or auditors.

### **Deferred Shares**

- 3.4 Any Deferred Shares in issue shall have the following rights and shall be subject to the following restrictions:

#### **Return of Capital**

- (i) On the return of assets in a winding up of the Company, after the holders of the ordinary shares and of B ordinary shares have received the aggregate amount paid up thereon plus £10,000,000 per such share, there shall be distributed amongst the holders of the Deferred Shares an amount equal to the nominal value of the Deferred Shares and thereafter any surplus shall be distributed amongst the

holders of the ordinary shares and the B ordinary shares pro rata to the number of ordinary shares and B ordinary shares held by each of them respectively. Save as set out in this Article, the holders of the Deferred Shares shall have no interest or right to participate in the assets of the Company;

#### Dividends

- (ii) The deferred shares shall not carry any entitlement to dividends or to participate in any way in the income or profits of the Company;

#### Acquisition

- (iii) The Company may acquire, in accordance with the Statutes, all or any of the Deferred Shares in issue at any time for a consideration not exceeding 99 pence for each Deferred Share the subject of such acquisition. Pending such acquisition, each holder of the Deferred Shares shall be deemed to have irrevocably authorised the Company, at any time:
  - (a) to appoint any person to execute (on behalf of the holder of the Deferred Shares) a transfer thereof and/or an agreement to transfer the same to the Company or to such person or persons as the Company may determine as custodian thereof; and
  - (b) pending such transfer, to retain such holder's certificate (if any) for the Deferred Shares;
- (iv) Other than as specified in this Article 3.4, the Deferred Shares shall not be capable of transfer at any time other than with the prior consent of each of the Directors, nor shall the holders of them be entitled to mortgage, pledge, charge or otherwise encumber them or create or dispose of or agree to create or dispose of any interest (within the meaning of section 208 of the Act) whatsoever in any Deferred Shares;
- (v) The Company is irrevocably authorised to appoint any person on behalf of any holder of Deferred Shares to enter into an agreement to transfer and to execute a transfer of the Deferred Shares to such person as the Directors may determine and to execute any other documents which such person may consider necessary or desirable to effect such transfer (and pending such transfer, to retain such holder's certificate (if any) for the Deferred Shares) or to give instructions to transfer any Deferred Shares held in uncertificated form to such person as the Directors may determine, in each case without obtaining the sanction of the holder(s) of them and without any payment being made in respect of that transfer;

#### Voting

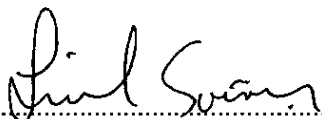
- (vi) The Deferred Shares shall not confer on the holders thereof any entitlement to receive notice of or to attend or speak at or vote at any general meetings of the Company;

#### Further Participation

- (vii) Except as provided above, the Deferred Shares shall carry no right to participate in the profits or assets of the Company;

#### Variation of Rights

- (viii) The rights attaching to the Deferred Shares shall not be deemed to be varied or abrogated by the creation and/or allotment and/or issue of any further shares, the passing of any resolution of the Company reducing its share capital or cancelling the Deferred Shares and none of the rights or restrictions attached to the Deferred Shares shall be or deemed to be varied or abrogated in any way by the passing or coming into effect of any special resolution of the Company to reduce its share capital and/or reduce or cancel (as the case may be) its share premium account (including a special resolution to reduce the capital paid up or to cancel such Deferred Shares) provided that upon a cancellation of all the Deferred Shares the Articles shall automatically be amended by the deletion of this Article 3.4 in its entirety."



Director  
For and on behalf of KleenAir Systems International Plc