

Company number 5075088

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

KLEENAIR SYSTEMS INTERNATIONAL PLC (the "Company")

Passed on 31 December 2012

At the annual general meeting of the members of the Company duly convened and held at the offices of Westhouse Securities Limited, One Angel Court, London EC2R 7HJ on 31 December 2012 at 11 00 a m the following resolution was duly passed as a special resolution (the "**Special Resolution**")

SPECIAL RESOLUTION

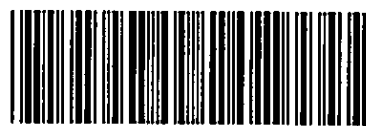
- 1 THAT, pursuant to sections 570-571 of the Companies Act 2006 (the "Act"), in substitution for all existing authorities, the directors be authorised, to allot shares in the capital of the Company for cash up to an aggregate nominal amount of £1,500,000 as if section 561 of the Act did not apply to any such allotment, provided that this authority shall expire at the conclusion of the next general meeting of the Company after the passing of the resolution or, if earlier, on the date which is 15 months after the date of the General Meeting except that the Company may before such expiry make an offer or agreement which would or might require relevant securities or equity securities as the case may be to be allotted after such expiry and the directors may allot shares in pursuance of any such offer or agreement as if the authority in question had not expired
- 2 That the Company adopt a new investing policy, providing a strategy of investing in the environmental and renewable energy sectors in the United Kingdom and Europe on the terms set out in the circular sent to shareholders dated 6 December 2012



Signed

Director John Gunn

THURSDAY



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03/01/2013

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