

Company No. 05075088

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
RESOLUTIONS  
OF



A25 \*A2DV4ELV\* #279  
01/08/2013  
COMPANIES HOUSE

KLEENAIR SYSTEMS INTERNATIONAL PLC

(the "Company")

At a general meeting of the Company held at 2 London Wall Buildings, London, EC2M 5PP on 23 July 2013 at 11 a m the following resolutions were passed

Ordinary Resolutions

- 1 **THAT**, subject to the passing of Resolutions numbered 2, 3, 4 and 5, the grant of the waiver by the Panel on Takeovers and Mergers described in the Circular of any obligation which would otherwise arise under Rule 9 of the City Code on Takeovers and Mergers for the Concert Party (as defined in the Circular) to make a general offer to shareholders of the Company as a result of the allotment and issue of the Consideration Shares (as defined in the Circular) under the Agreement, the issue of the Hebolux Shares (as defined in the Circular), the issue of the Subscription Shares (as defined in the Circular), the exercise of the Warrants (as defined in the Circular) and the issue of the Conversion Shares (as defined in the Circular), be and is hereby approved,
- 2 **THAT**, subject to the passing of Resolutions numbered 1, 3, 4 and 5, the proposed acquisition by the Company of the entire issued share capital (other than those shares already held by the Company) of Inspirit Energy Limited ("**Inspirit**") in accordance with the terms of the agreement as summarised in Part VI of the circular of the Company to its shareholders dated 1 July 2013 ("**Circular**") and a copy of which was produced to the Meeting and initialled by the Chairman for the purposes of identification only, be and is hereby approved for the purposes of Rule 14 of the AIM Rules for Companies published by London Stock Exchange plc and Section 190 of the Companies Act 2006 and the board of directors of the Company, be and is hereby authorised to effect such acquisition in accordance with the Agreement and waive, amend, vary or extend any of the conditions and terms as set out in the Agreement and to execute, sign and do all such other documents, deeds, acts and things as may be necessary or desirable to complete the acquisition,
- 3 **THAT**, subject to the passing of Resolutions numbered 1, 2, 4 and 5, in addition to all previous authorities to the extent unused, the directors of the Company ("**Directors**") be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("**Act**"), to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or convert any securities into shares in the Company up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the said Act) of GBP£1 5 million, this authority to expire on the conclusion of the

Company's next annual general meeting unless previously renewed, varied or revoked by the Company in a general meeting, save that the Company may before such expiry make any offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares in the Company, or grant rights to subscribe for or to convert any securities into shares in the Company in pursuance of any such offer or agreement as if the authority conferred hereby had not expired,

#### **Special Resolutions**

- 4 **THAT**, subject to the passing of Resolutions numbered 1, 2, 3 and 5, in addition to all previous powers to the extent unused, the Directors be and are hereby and unconditionally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the authority granted to the Directors pursuant to paragraph 3 above as if section 561 of the said Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of GBP£15 million, and this power shall expire on the conclusion of the Company's next annual general meeting unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any 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 as if the power conferred hereby had not expired, and
- 5 **THAT**, subject to the passing of resolutions 1, 2, 3 and 4, the name of the Company be changed to Inspirit Energy Holdings plc

Date 25 July 2013

  
Director