

Special Resolutions of Fairfield Energy plc

Company number: 05562373

FAIRFIELD ENERGY PLC

At a general meeting of Fairfield Energy plc (the *Company*) held at Pavilion 3, Kirkhill Business Park, Howe Moss Drive, Dyce, Aberdeen, AB21 0GD on 16 March 2011 at 2 00 p m the following resolutions were passed as a special resolutions

Special resolutions

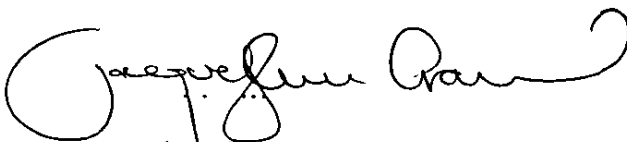
1 **THAT** the Company be re-registered as a private limited company under the Companies Act 2006 with the name of "Fairfield Energy Limited"

2 **THAT** the articles of association of the Company be amended by

- (a) deleting the name "Fairfield Energy plc" and replacing it with the name "Fairfield Energy Limited",
- (b) in the definition of "Company" replacing the name "Fairfield Energy plc" with the name "Fairfield Energy Limited",
- (c) deleting the definitions of "Deferred Shareholders" and "Deferred Shares",
- (d) deleting existing article 3 1 and replacing it with the following:

"3.1 The Company is a private company and any invitation to the public to subscribe for any shares or debentures of the Company is prohibited ",
- (e) in article 3 3, deleting the words ", Deferred Shares",
- (f) inserting a new article 3 5 as follows:

"The pre-emption provisions in section 561 of the Act and the provisions of sub-sections 562(1) to 562(5) inclusive of the Act shall not apply to any allotment of the Company's equity securities ",
- (g) deleting article 4A in its entirety and inserting therefor the following
"4A [Deleted]",
- (h) in article 4B 1 deleting the words "and Article 4A",
- (i) in article 4B 8 1 deleting the words "the Deferred Shares or" and in article 4B 8 2 deleting the words "or the Deferred Shares",
- (j) deleting article 13 6 in its entirety and inserting therefore the following
"13 6 [Deleted]"



Jacquelyn Craw
Company Secretary

LON15236932/1 155696-0004

THURSDAY



RM 14/04/2011 17
COMPANIES HOUSE