

Company number 08790013

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Port Clarence Energy Limited (Company)

CIRCULATION DATE: 15 September 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the **Resolutions**) are passed as ordinary and specials resolution as detailed below.

SPECIAL RESOLUTION

- 1 **THAT** the articles of association of the Company be amended by inserting a new Article 26A as follows:

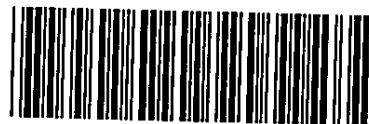
"26A Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this special Article (to the effect that any provision contained in this special Article shall override any other provision of these Articles), the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

ORDINARY RESOLUTION

TUESDAY



A18

A4GIA5XT

22/09/2015

COMPANIES HOUSE

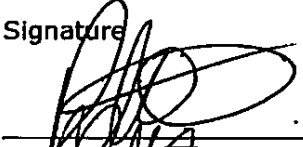

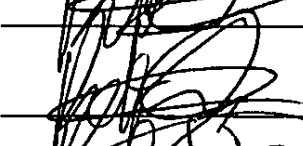
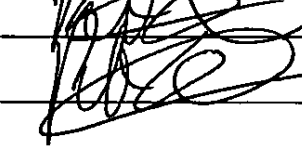
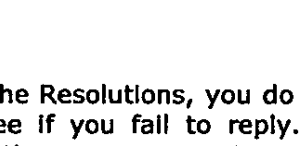
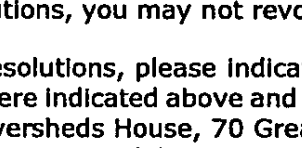
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2. **THAT**, the 401 A ordinary shares of £1.00 each and the 400 B ordinary shares of £1.00 each in the capital of the Company be hereby redesignated as 801 ordinary shares of £1.00 each.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

Name	Signature	Date
For and on behalf of Eco2 Developments Limited		15/9/15
For and on behalf of Temporis Limited		15/9/15
Signed by Derry Cameron Waterford Guy		15/9/15
Signed by Sagra Meceira		15/9/15
Signed by Andre Senouf		15/9/15
Signed by David Watson		15/9/15

NOTES

1. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
2. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Eversheds House, 70 Great Bridgewater Street, Manchester M1 5ES marked for the attention of the Company Secretary.
3. Unless sufficient agreement has been received for the Resolution to pass within 28 days of the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.