

Registered Number 09744453

MONDAY



\*S5LO97FL\*

SPE

12/12/2016

#77

COMPANIES HOUSE

**EUCALYPTUS ENERGY HOLDINGS LIMITED**

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

---

**SHAREHOLDER'S WRITTEN RESOLUTIONS CIRCULATED ON 02 NOVEMBER 2016  
PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

---

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution:

**SPECIAL RESOLUTION**

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

(a) replacing the existing article 14 with the following

*14(1) Without prejudice to such disclosure as is required under section 177 or section 182 of the Companies Act 2006, a director may be a party to, or otherwise interested in, any transaction or arrangement with the company. No director shall*

- (a) by reason of his office be accountable to the company for any benefit which he derives from any interest in any transaction or arrangement with the company, and no such benefit shall constitute a breach of the duty under the Companies Act 2006 not to accept benefits from third parties, and no such transaction or arrangement shall be liable to be avoided on the ground of any such benefit,*
- (b) be in breach of his duties as a director by reason only of his excluding himself from the receipt of information, or from taking part in any decision-making or discussion (whether at meetings of the directors or otherwise), that will or may relate to any interest he may have in any such transaction or arrangement, or*
- (c) be required to disclose to the company, or use in relation to the company's affairs, any confidential information obtained by him in connection with any such transaction or arrangement if his doing so would result in a breach of a duty or an obligation of confidence owed by him in that connection*

*14(2) The general rule is that a director shall be entitled for quorum and voting purposes to participate in the decision-making process on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty that conflicts or may conflict with the interests of the company, but this article shall not absolve him of any duty he may have pursuant to section 175 of the Companies Act 2006 and is without prejudice to the operation of article 16 and subject to the terms of any authorisation made under it*

14 (3) Subject to article 14(4), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman, whose ruling in relation to any director other than the chairman is to be final and conclusive

14(4) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

and

(b) inserting the following as a new article 26(6):

*Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share)*

- a to any bank, financial institution or other person in whose favour any such share has been charged or assigned by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a "Secured Institution"), or*
- b delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share, or*
- c executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,*
- d and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise*

Please read the explanatory notes at the end of this document before signifying your agreement to the resolution

We, the undersigned, being entitled at the time the resolution was circulated to vote on the resolution, **HEREBY AGREE** to the resolution being passed

Signed by KEITH WILLY )  
for and on behalf of )  
**FERN TRADING LIMITED** )

Date 02 November 2016



## GUIDANCE NOTES:

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods

- **BY HAND** by delivering the signed copy to Fern Trading Limited at 6<sup>th</sup> Floor 33 Holborn, London, England, EC1N 2HT.
- **BY POST** by returning the signed copy by post to Fern Trading Limited at 6<sup>th</sup> Floor 33 Holborn, London, England, EC1N 2HT

If you do not agree to the above resolutions, you do not need to do anything

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by the date at the end of the 28 period beginning on the circulation date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date
4. Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it
5. Sufficient agreement will have been reached to pass a special resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing not less than 75% of the total voting rights of eligible members signify their agreement to it
6. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document