



Jersey Financial  
Services Commission

COMPANIES (JERSEY) LAW 1991  
REGISTRATION OF A SPECIAL RESOLUTION

JFSC
REGISTRY RECEIVED
14 JUL 2013
✓
KDR IMPLICATIONS
DATE AMENDED
INITIALS

Wb (Insert declarant's name)

Nautilus Corporate Services Limited

a Director ☐ Secretary ☒ \* \* Tick as applicable

of the company named

Name of Company

Company Number ☐ 9 ☐ 7 ☐ 8 ☐ 6 ☐ 1

New Age (African Global Energy) Limited

hereby certify that the special resolution(s) detailed below/on the attached page(s) which have been initialled by me\*, was/were\*  
duly passed at a meeting of the company held on

0 5 J U L 2 0 1 3

Resolved that:

☐ Change of name

☒ Change of Articles

☐ Change of status

☐ Continuance

☐ Change of limited life company expiration time period

☐ Merger

☐ Change of shares

☐ Dissolution

\* Tick as applicable

Insert full resolution details ▶

Signature

Date

1 1 J U L 2 0 1 3



DTRYPSR

Personal data provided in this application will be used by the Commission - a data controller as defined in the Data Protection Law - to discharge its statutory functions under the Companies (Jersey) Law 1991, as amended, and it may be disclosed to third parties for those purposes. Further information may be found in the Commission's data protection policy, copies of which are available on request from the Commission and which may also be found on [www.jerseyfsc.org](http://www.jerseyfsc.org). The Commission may seek to verify the information in this application.

Regulation 4.2 of the Articles be deleted and replaced with the following wording:

"Without prejudice to the provisions of these Articles providing for the forfeiture of surrender of Ordinary Shares, the Company may sell in such manner as the directors determine (any such resolution to be made by a simple majority of the directors, excluding any director appointed by the Shareholder (or its Permitted Transferees) whose Ordinary Shares are proposed to be sold) any Ordinary Shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid on the day notice has been given to the holder of the Ordinary Share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the Ordinary Shares may be sold."

Regulation 4.3 of the Articles be amended by the insertion of the words:

"(any such resolution to be made by a simple majority of the directors, excluding any director appointed by the Shareholder (or its Permitted Transferees) whose Ordinary Shares are proposed to be sold)" after the word "authorise" in the first line.

Regulation 5.1 of the Articles be amended by the deletion of the wording "(subject to receiving at least 14 clear days' notice specifying when and where payment is to be made)" and its replacement with the wording: "immediately".

The wording in Regulation 5.2 of the Articles be deleted and replaced with the following wording: "A call shall be deemed to have been made upon the Company giving written notice of such call being made to the Shareholder in question. Any resolution of the directors to make such call shall be a simple majority of the directors, excluding any director appointed by the Shareholder (or its Permitted Transferees) upon whom the call is proposed to be made."

Regulation 17.2 of the Articles be deleted and replaced with the following wording:

"The directors shall have the power at any time to appoint any person to be a director, either to fill a casual vacancy or as an additional director, provided that at all time, the provisions of regulation 13 are fulfilled. Such appointment shall be subject to ratification by a simple majority of the Shareholders."

New Regulation 17.11 be inserted with the following wording:

"Notwithstanding the provisions of regulations 17.5, 17.7 and 18.1(f), until the IPO Date each Shareholder as at 8th July 2013 (the Relevant Date) shall have the right to appoint one Director provided that such Shareholder's share holding in the Company at all times equals or exceeds 5 (five) per cent of the issued share capital of the Company."