

# Kimmeridge Oil & Gas Limited

Company Number 10212262

The Companies Act 2006

TUESDAY



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23/08/2016

#31

COMPANIES HOUSE

On the *22 August* 2016 the following Written Resolution (such resolution being passed as a special resolution) was approved by the eligible member pursuant to sections 288 to 300 of the Companies Act 2006

## Special Resolution

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*"That the name of the Company be changed to Kimmeridge Energy Limited "*

Director

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

of

**THE SOLE DIRECTOR**

of

**KIMMERIDGE OIL & GAS LIMITED ("Company")**

**1 Preliminary Matters**

I, the undersigned, being the sole director of the Company ("**Director**") hereby pass the following written resolutions as if they had been passed at a meeting of the directors of the Company duly convened

**2 Purpose**

2 1 I hereby confirm that the purpose of these resolutions is to assist and document the consideration and, if deemed fit, the approval of the following matters by me as the sole director of the Company

- (a) the approval of the circulation of a written resolution to the Company's sole member, UK Oil & Gas Investments PLC, and
- (b) subject to the approval of the Company's sole member, the change of the Company's name to "**Kimmeridge Energy Limited**"

**3 Director's Interest**

3 1 I hereby disclose, pursuant to the articles of association of the Company and Section 177 of the Companies Act 2006, that I have the following interest in the business to be transacted by way of these written resolutions

- (a) I am a member and director of UK Oil & Gas Investments PLC, and
- (b) UK Oil & Gas Investments PLC is the sole shareholder of the Company

**4 Documents**

4 1 I hereby confirm that I reviewed and considered the following documents

- (a) a draft written resolution changing the Company's name to Kimmeridge Energy Limited,
- (b) Companies House form NM01 changing the Company's name to Kimmeridge Energy Limited

**5 Business of the Meeting**

5.1 I, the undersigned, being the sole director of the Company and the only person entitled as at the date of this written resolution to receive notice, attend and vote at a meeting of the directors of the Company, note that I am required by law to act in the way I consider, in good faith, would be most likely to promote the success of the Company for the benefit of the members as a whole, and having carefully considered each of the documents referred to in paragraph 4, **IT IS HEREBY RESOLVED** that

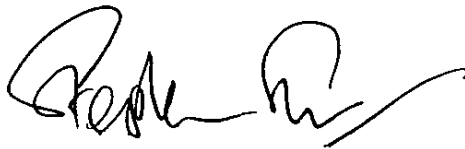
- (a) that the draft written resolution be and hereby is approved,
- (b) that the draft written resolution be circulated to the Company's sole member, and
- (c) subject to the passing of the written resolution, the change of the Company's name to Kimmeridge Energy Limited

**6 Filing**

6.1 It is noted that pursuant to the business addressed in this written resolution necessitated the filing of certain forms and documents with the Registrar of Companies

6.2 **IT IS HEREBY RESOLVED** that the necessary forms and documents be filed with the Registrar of Companies immediately following the execution of this written resolution

Signed



Stephen Sanderson

Director

Date 22 August 2016

Company number 10212262

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF THE SOLE MEMBER**  
of  
**KIMMERIDGE OIL & GAS LIMITED ("Company")**

22 August 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following resolution is passed as a special resolution ("**Resolution**")

**SPECIAL RESOLUTION**

That the name of the Company be changed to "Kimmeridge Energy Limited"

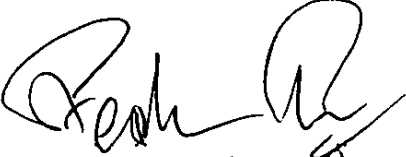
**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution

Signed by  
for an on behalf of UK OIL & GAS  
INVESTMENTS PLC

Date

  
22<sup>nd</sup> August 2016

## NOTES

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

**By Hand** delivering the signed copy to Peter Prendiville, 200 Strand, London WC2R 1DJ

**Post** returning the signed copy by post to Peter Prendiville, 200 Strand, London WC2R 1DJ

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 30 August 2016, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company Number 10212262

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

**KIMMERIDGE OIL & GAS LIMITED**

a company incorporated as private limited by shares; having its registered office situated in England and Wales; has changed its name to:

**KIMMERIDGE ENERGY LIMITED**

Given at Companies House on **23rd August 2016**



**Companies House**

