

**PORTLAND GAS PLC**  
(REGISTERED No. 6409712)

TUESDAY



**THE FOLLOWING SPECIAL RESOLUTIONS WERE DULY PASSED AT  
THE ANNUAL GENERAL MEETING OF PORTLAND GAS PLC  
HELD AT OFFICES OF NORTON ROSE LLP  
3 MORE LONDON RIVERSIDE, LONDON, SE1 2AQ  
ON TUESDAY 15<sup>TH</sup> DECEMBER 2009 AT 1100 HOURS AND ARE INCLUDED IN THE FULL  
MINUTES OF THE MEETING SIGNED BY THE CHAIRMAN.**

**Special Resolutions**

**Dis-application of Pre-emption Rights**

“THAT, subject to the passing of Resolution 6 above the Directors be and they are hereby empowered pursuant to section 570 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 6, as if section 561 CA 2006 did not apply to any such allotment, provided that this power shall be limited:

- (A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (B) of Resolution 6, by way of a right issue only):
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter (including any such problems arising by virtue of equity securities being represented by depositary receipts); and

- (B) to the allotment (otherwise than under paragraph (A) of this Resolution 7) of equity securities up to an aggregate nominal amount of £713,042,

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or 31 January 2011, whichever is the earlier, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

**Amendment of the Articles of Association of the Company**

“THAT

- (A) the Company’s articles of association be hereby amended by deleting all the provisions of the Company’s memorandum of association

which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's articles of association, save for the statement relating to the limited liability of the Company's members (which will be included as article 174 in the revised articles);

- (B) the Company's articles of association be and are hereby amended by deleting article 5 (authorised share capital); and
- (C) the Company's articles of association be amended as set out in the document produced to the meeting marked "A" and initialled by the Chairman of the Meeting for the purpose of identification and the existing articles be renumbered and cross-references amended accordingly"

Change of Name of the Company

"THAT the name of the Company be changed to "**Infrastrata plc**"."

**I, Walter Rookehurst Roberts, as Company Secretary of Portland Gas plc (to be re-named "Infrastrata plc") certify that the above is a complete extract from the minutes of the above meeting as signed by the Chairman of the meeting and which resolutions remain in full force and effect at the date hereof and further that the document appended hereto is a copy of the document marked "A" referred to in the resolution amending the Articles of Association of the Company.**



15<sup>th</sup> December 2009.



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 6409712

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

**PORTLAND GAS PLC**

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

**INFRASTRATA PLC**

Given at Companies House on **15th December 2009**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES