

Draft

Version:
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**UNOFFICIAL TRANSLATION
AMENDMENT OF THE ARTICLES OF ASSOCIATION**

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

This day, the _____, there appeared before me, mr. Arthur Petrus Christoffel Charles de Cooker, civil-law notary officiating in Waalre:

_____.

The person appearing declared:

- a. by deed, executed on the thirtieth day of May two thousand and seven, before mr. A.P.C.C. de Cooker, civil-law notary officiating in Eindhoven, the public company **ARCHEA Biogas N.V.**, having its corporate seat in Amsterdam, was incorporated; the ministerial certificate of no objection was granted on the second day of May two thousand and seven, number NV 1430750;
- b. after the incorporation, the Articles of Association of the Company were amended by deed, executed on the sixth day of April two thousand and nine, before aforementioned mr. De Cooker; the ministerial certificate of no objection was granted on the twenty-fifth day of March two thousand and nine, number N.V. 1430750;
- c. at the extraordinary General Meeting of Shareholders, held in _____ on the _____, it was resolved to amend the Articles of Association of the Company in part;
- d. at the General Meeting of Shareholders referred to above she, the person appearing, was authorised in connection with the said amendment of the Articles of Association to have the deed executed and to sign it and furthermore to do everything in respect of the said matter that she should deem desirable, necessary or useful, everything with the power of substitution;
- e. the proceedings at the said General Meeting of Shareholders are evidenced by the minutes of that meeting, a copy of which will be attached to this deed.

To carry out the above, the person appearing stated that she was now amending the Articles of Association of the Company in part as follows:

Article 2 will be amended as follows:

Capital and shares

Article 2.

The authorized capital amounts to **one million five hundred thousand Euro (€ 1,500,000.00)** and is divided into fifteen million (15,000,000) shares with a nominal par value of ten Eurocent (€ 0,10) each.

Article 10 paragraph 1 will be amended as follows:

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1. The company shall have a supervisory board consisting of one or more members.

Article 17 paragraph 1 will be amended as follows:

1. The general meetings may be held in Amsterdam, Maastricht, Beek (Limburg), Utrecht, Schiphol Airport, Eindhoven, Waalre or Venlo whenever a managing director or supervisory director considers a meeting necessary or one or more shareholders, representing in total at least one/hundredth part of the issued capital, address a written request to the management board or supervisory board containing a complete and accurate statement of the subjects to be dealt with. Shareholders and holders of depository receipts shall be considered equal in applying the provisions stated here. The requirement to have the request recorded in writing as under this paragraph shall be regarded as having been fulfilled where this has been recorded electronically.

Article 19 paragraph 4 will be excluded and new paragraphs 4 and 5 will be added:

4. The notice of the meeting will state:

- a. the subjects to be dealt with;
- b. venue and time of the meeting;
- c. the requirements for admittance to and participation in the meeting by written proxy; and
- d. the address of the company's website, and such other information as may be required by law.

5. Proposals by shareholders and holders of depository receipts can only be dealt with at a meeting if they have been included in the notice convening the meeting or announced by identical method if the company has not received the request no later than the sixtieth day prior to that of the meeting and provided the reasons for the request are mentioned in the request. The requirement to have the request recorded in writing as under this paragraph shall be regarded as having been fulfilled where this has been recorded electronically.

Transitional provision

With respect to this amendment of the articles of association, the person appearing, acting as stated, declared the following:

1. as per the moment of the effectuation of this amendment of the articles of association, all the issued shares, being forty-seven million six hundred and seventy-one thousand six hundred and sixty-seven (47,671,667) shares with a nominal par value of one Eurocent (€ 0.01) each, shall be consolidated into four million seven hundred and sixty-seven thousand one hundred and sixty-six (4,767,166) shares, numbered 1 up to and including 4,767,166, with a nominal par value of ten Eurocent (€ 0,10) each, so that after the undersigning of this deed, the issued and paid-up capital amounts to: **four hundred and seventy-six thousand seven hundred and sixteen Euro and sixty Eurocent (€ 476,716.60)**, divided into four million seven hundred sixty-seven thousand one hundred and sixty-six (4,767,166) shares, each share having a par value of ten Eurocent (€ 0.10);

2. the difference between the issued share capital before and after this amendment of the

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articles of association of seven eurocent (€ 0.07), shall be added to the free distributable reserve or the reserves as mentioned in article 2:389 or 2:390 of the Dutch Civil Code.

Attached documents

The following documents are attached to this deed:

- minutes.

End

The person appearing is known to me, civil-law notary.

WHEREOF AN ORIGINAL DEED was executed in a single copy in Waalre on the date first above written. After the contents of this present Deed had been summarized and explained to the person appearing, she declared that she had taken cognizance thereof well before execution thereof and did not require the deed to be read out in full. Subsequently, after a limited reading, this present Deed was signed by the person appearing and by me, civil-law notary.