

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

The Energy Saving Trust Limited

(Effective *19TH January* , 1996)

The following resolution was duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 as a Special resolution with effect from *19TH January* , 1996.

RESOLUTION

THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association be altered by inserting the following new Articles:-

31A Any director (other than an alternate director) may appoint any other director, or any other person approved by the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director may represent one or more directors. An alternate director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director.

31B An alternate director shall be entitled:-

(a) to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member and to attend any such meeting;

(b) to one vote for every director whom he represents who is not personally present, in addition to his own vote (if any) as a director, at any meeting of the directors or of any committee of directors; and


(c) to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director;

provided that paragraphs (b) and (c) above shall only entitle an alternate



director to vote on or sign resolutions which his appointor is entitled to vote on or sign.

- 31C An alternate director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of directors or of committees of which his appointor is a member. At such meetings an alternate director shall count as only one for the purposes of determining whether a quorum is present.
- 31D An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.
- 31E Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
- 31F Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.


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Secretary