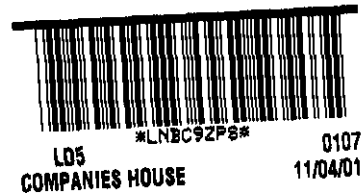


Registered Number: 2868498



THE COMPANIES ACTS

FIBRO HOLDINGS LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTION

We, the undersigned being all the members of the Company who, at the date of this resolution, are entitled to attend and vote at a general meeting of the Company hereby resolve in writing pursuant to Regulation 53 of Table A as incorporated into the Company's Articles of Association as follows:

ORDINARY RESOLUTION

1. THAT the authorised share capital of the Company be and is hereby increased to £535,045 by the creation of 2,000,000 Ordinary Shares of 1p each, such Ordinary Shares having the benefit of the rights and being subject to the restrictions contained in the Articles of Association of the Company.

SPECIAL RESOLUTIONS

2. THAT for the purposes of section 80 of the Companies Act 1985 (the "Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
 - 2.1 the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot the new Ordinary Shares created by resolution 1 above up to a maximum nominal amount of £20,000 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution;
 - 2.2 the Company be and is authorised to make prior to the expiry of such period any offer or agreement which would or might require the relevant securities to be

allotted after the expiry of the said period and the Directors may allot such Ordinary Shares in pursuance of such offer or agreement notwithstanding the expiry of the authority given by such resolution.

3. THAT in accordance with section 95 of the Act the Directors be and are empowered to allot the new Ordinary Shares created by resolution 1 above, such shares being equity securities (as defined in sub-section (2) of section 94 of the Act), for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by resolution 2 above up to a maximum nominal value of £20,000 as if sub-section (1) of section 89 did not apply at any time or times.

SIGNED by or on behalf of the registered holders of all of the issued shares of the Company entitled to attend and vote at general meetings of the Company.

The date of the resolutions is 30 March 2001.


SIMON JOSEPH FRASER

Date: 30 March 2001


ELSPETH JANE FRASER

Date: 30 March 2001


RUPERT JAMES FRASER

Date: 30 March 2001


PAUL GORDON APPS

Date: 30 March 2001


JOHN TINTO WATSON

Date: 30 March 2001



DAVID STEPHANUS RAUBENHEIMER

Date: 30 March 2001




SIMON FRASER

for and on behalf of

SJ FRASER DISCRETIONARY TRUST

Date: 30 March 2001




RUPERT FRASER

for and on behalf of

THE FRASER EMPIRE TRUST

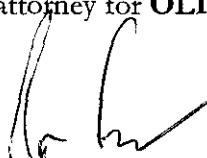
Date: 30 March 2001



RUPERT FRASER

as attorney for **OLIVIA MARY JULIET DALRYMPLE**

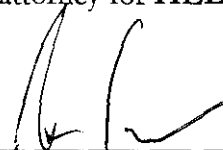
Date: 30 March 2001



RUPERT FRASER

as attorney for **HELENA JANE FRASER**

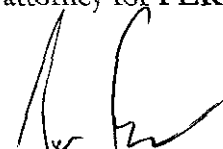
Date: 30 March 2001



RUPERT FRASER

as attorney for **PERDITA RACHEL JOSEPHINE FRASER**


Date: 30 March 2001



RUPERT FRASER

as attorney for **MIRANDA MACKINTOSH**

Date: 30 March 2001



RUPERT FRASER
as attorney for **KATHARINE JULIA ROWAN**

Date: 30 March 2001



RUPERT FRASER
as attorney for **CORDELIA JANE TRUEGER**

Date: 30 March 2001



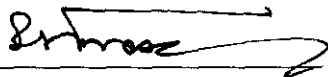
RUPERT FRASER
as attorney for **ANNE FRASER**

Date: 30 March 2001



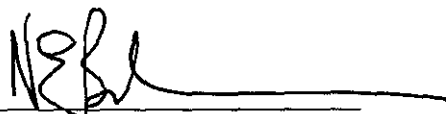
RUPERT FRASER
as attorney for **ARCHIE FRASER**

Date: 30 March 2001



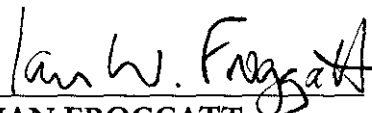
SIMON FRASER
as attorney for **POLLY MELOTTE**

Date: 30 March 2001



NINA BUTCHER

Date: 30 March 2001



IAN FROGGATT

Date: 30 March 2001



STEPHEN BROOKS

Date: 30 March 2001

David Picton-Turbervill
DAVID PICTON-TURBERVILL

Date: 30 March 2001

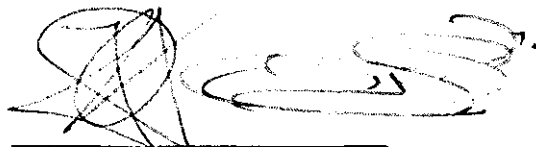
for and on behalf of
SONDEL INTERNATIONAL B.V.

Date:

TS Knight
for and on behalf of
FIRST RENEWABLES LIMITED

Date: 30 March 2001

DAVID PICTON-TURBERVILL



for and on behalf of
SONDEL INTERNATIONAL B.V.

Date:

Date: 30 March 2001



for and on behalf of
FIRST RENEWABLES LIMITED

Date: