

Company No 03466081

WEDNESDAY



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07/03/2007
COMPANIES HOUSE

286

BELLHOUSE ENERGY LIMITED (the "Company")

MEMBERS WRITTEN RESOLUTION

Passed on 21 February 2007

Pursuant to Section 381A of the Companies Act 1985, we, the undersigned being the holders of the entire issued share capital of the Company and, as such, all members entitled to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company passed the following resolutions as special resolutions to take immediate effect as if they had been passed as a special resolution at a general meeting duly convened and held:

SPECIAL RESOLUTION

(1) **THAT** the execution and delivery of the following documents (as the same may be amended, varied, supplemented or substituted from time to time), which will be entered into by the Company in connection with a facilities agreement dated 23 January 2007 made between (1) the MEIF LG Energy Limited as borrower (the "**Borrower**"), (2) MEIF LG ROC Limited as an obligor, (3) Fortis Bank S.A./N.V. arranger, agent, security trustee and account bank and (4) the financial institutions party thereto from time to time as lenders, and the performance of its obligations under such documents by the Company are hereby approved:

(a) a composite guarantee and debenture between, amongst others, the Company and Fortis Bank S.A./N.V. as security trustee.

SPECIAL RESOLUTION

(2) **THAT** the Company's Articles of Association are amended as follows:

(a) Article 8(B) of the Articles of Association be deleted.

(b) The Articles of Association be amended by the inclusion of the following new Article 8(B):

"8(B): Notwithstanding anything contained in these Articles:

(a) any pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise shall not apply to; and

(b) the Directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is:

- (i) in favour of a bank or other financial institution or any nominee or trustee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of a bank or other financial institution; or
- (ii) by or on behalf of a bank or financial institution or any nominee or trustee of a bank or financial institution in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option,

and a certificate by any officer of the bank or financial institution or any nominee or trustee of such bank or financial institution that the relevant transfer is within paragraph (i) or (ii) above shall be conclusive evidence of that fact."

SIGNED BY

For and on behalf of CLPE PROJECTS 1 LIMITED (The sole member of the Company)


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DATE 22 February 2007