

No 3899612

The Companies Act 1985

Company limited by shares


Written Resolution

of

Unit Energy Limited

We, being all of the members of the company entitled to attend and vote at an **extraordinary general meeting** of the company, agree in accordance with section 381A of the Companies Act 1985 to the following resolutions in writing which would otherwise be required to be passed as ordinary resolutions of the company:

1. **That** 100,000 of the unissued Redeemable Preference Shares of £1 each in the capital of the company be re-designated as 100,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares in the capital of the company.
2. **That** the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the company up to a maximum nominal amount of £100,000 at any time or times during the period from the date of the passing of this resolution up to and including 26 February 2008 on which date this authority shall expire and this authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority.


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For and on behalf of
Monkton Group plc

Date: 27 Feb 2003

