

**Company Number: 4382246**

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS**

OF

**OPUS ENERGY LIMITED**

Passed on 29<sup>th</sup> April, 2005

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The undersigned, being the sole member of the Company for the time being entitled to attend and vote at general meetings, hereby passes the following resolutions in writing pursuant to Section 381A Companies Act 1985 and agrees that such resolutions shall for all purposes be as valid and have effect as ordinary and special resolutions respectively as if the same had been passed at a general meeting of the Company duly convened and held.

**WRITTEN RESOLUTIONS**

**1 ORDINARY RESOLUTIONS**

1.1 That the capital of the Company be increased from £50,000 to £4,049,900 by the creation of 3,999,900 Redeemable Preference shares of £1.00 divided into two tranches as follows:

1.1.1 2,000,000 2007 Redeemable Preference Shares; and

1.1.2 1,999,900 2010 Redeemable Preference Shares

1.2 That the Directors be and they are generally and unconditionally authorised for the purposes of Section 80 Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £4,049,900 provided that this authority shall expire 5 years from the date of this resolution and that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired and, in this resolution, the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in Section 80 Companies Act 1985.

  
.....  
**OXFORD POWER HOLDINGS LIMITED**

29/4/5  
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**DATE**

Copy sent to auditors on

2005

