

Company Number 806128

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

CLEANAWAY LIMITED

Dated 26 day of February 2004

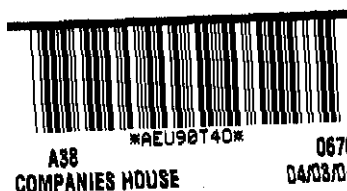
We, the undersigned being all the members of the above named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE to pass the following resolutions of which resolutions numbers 1 and 2 are ordinary resolutions and resolutions numbers 3 and 4 are special resolutions:

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £40,000,000 to £90,000,000 by the creation of an additional 250,000,000 Ordinary Shares of 20p each to rank pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (as amended) to exercise during the period ending on the fifth anniversary of the date of the passing of this resolution (and thereafter in pursuance of any offer or agreement made by the Company prior to the expiry of that period) all the powers of the Company to allot relevant securities (as defined in that Section) within the total authorised share capital of the Company.

SPECIAL RESOLUTIONS

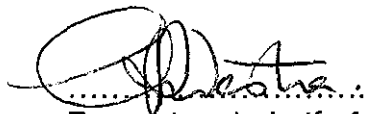
3. That subject to the passing of Resolution 2 above the Directors of the Company be and they are hereby empowered from the date of passing of this Resolution to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred on them under Section 80 of that Act (and to allot equity securities in pursuance of any offer or agreement of the kind referred to in Section 95 (4) of that Act) as if Section 89(1) of that Act did not apply to any such allotment.



4. That the Company's Articles of Association be amended as follows:

Article 2 to be deleted in its entirety and substituted by the following words:

"the authorised share capital of the Company is £90,000,000 divided into 443,268,594 Ordinary Shares of 20p each and 6,731,406 Deferred Shares of 20p each".



For and on behalf of  
Cleanaway Holdings Limited