

No. 2206141

We certify this to be a true  
copy of the original

CAIRD ENVIRONMENTAL LIMITED


Ashurst Morris Crisp

## MEMBER'S WRITTEN RESOLUTION

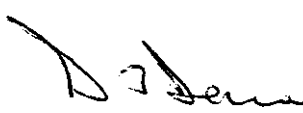
We, the undersigned, being all the members of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (adopted by article 1 of the Company's articles of association) to the passing of the resolutions set out below which would otherwise be required to be passed as ordinary resolutions.

## THAT:-

1. the share capital of the Company be increased to £45,050,000 by the creation of an additional 45,000,000 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 each in the capital of the Company;
2. the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £45,000,000. This authority shall expire on the date five years from the date of this resolution save 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 as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.

  
.....  
for and on behalf of  
Caird Group Limited

Date: 19/4 2000

  
.....  
for and on behalf of  
Reform Street Investments Limited

Date: 19/4 2000

