

THE COMPANIES ACT 1985
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
OF
ROYSTON ENGINEERING GROUP LIMITED
(Company Number 2908945)

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company make the following resolutions as written resolutions of the Company which will, pursuant to the provisions of Regulation 53 of Table A to the Companies Acts 1985 to 1989, be as valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held

WRITTEN RESOLUTIONS

- 1 That the statutory declarations of the Directors of the Company (Forms 155(6)(a) and 155(6)(b)) have been provided to each member of the Company and been produced to and inspected at the meeting setting out details (inter alia) of certain documents detailed in the attached Schedule ("the Documents") which the Company and its wholly owned subsidiary, Royston Limited ("the Subsidiary") are proposing to enter into and grant in connection with (inter alia) the acquisition of certain shares in the issued share capital of the Company by Royston Power Generation Limited ("RPGL") ("the NIC Acquisition") and the acquisition of the entire issued share capital of the Subsidiary by RPGL ("the RL Acquisition") (together "the Acquisitions") and details of financial assistance which the Company and the Subsidiary are proposing to give for the purposes of the Acquisitions by (inter alia) entering into the Documents, together with the requisite statutory auditors report prepared by Deloitte and Touche LLP Chartered Accountants
- 2 That the provisions of the Documents be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the Directors) the Directors of the Company may execute and deliver such Documents
- 3 That notwithstanding that the entering into and granting of certain of the Documents and granting the security and guarantees and performing its obligations thereunder would constitute financial assistance within the meaning of ss 151-158 (inclusive) of the Companies Act 1985, such entry and grant and the giving of such financial assistance is in the best interests of the Company and the Subsidiary
- 4 That the giving of such financial assistance be and is hereby approved and that the Company entering into and/or granting the Documents and granting the security and guarantees and performing its obligations thereunder be and is hereby approved

Royston Power Generation Limited

Archie Carr

Northern Investors Company PLC

Date

19th September

2007



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COMPANIES HOUSE

SCHEDULE

- 1 A cross guarantee given by the Company and RL in favour of N E Seed Capital Fund Limited Partnership and others
- 2 A committed overdraft facility letter dated 3rd September 2007 from the Bank of Scotland
- 3 A sale and purchase agreement to be entered into by the Company and RPGL relating to the acquisition by RPGL of the entire issued share capital of RL
- 4 An oral loan agreement to be entered into by the Company and RPGL
- 5 Assignments of keyman policies relating to Lawrence Brown and Sarah Wade