

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

EVE POWER LIMITED

COMPANY NO: 03026309

The following resolutions of which Resolutions numbered 1 and 2 shall be passed as Elective Resolutions and number 3 as a special Resolution, are hereby agreed to as resolutions in writing signed by or on behalf of all the members of the Company who at the date hereof are entitled to attend and vote at general meetings of the company.

RESOLUTIONS

1. THAT, pursuant to Section 366A of the Companies Act 1985 ("the Act") , the company hereby elects to dispense with the holding of annual general meetings for the current year and all subsequent years.
2. THAT, pursuant to Section 252 of the Act, the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
3. THAT, pursuant to and in accordance with Section 250 of the Act, the company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Act.

Dated: 16th November 1999



on behalf of Eve Group plc

