

Company No. 3085928

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MOSSDRIVE PLC (now called FIRST HYDRO FINANCE PLC)

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on \mathcal{E}^{ϵ} December 1995 the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT the directors of the Company be generally and unconditionally authorised and empowered pursuant to sections 80 and 95 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 of the Act) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuant of that offer or agreement, all as if section 89(1) of the Act did not apply to that allotment, but so that the aggregate nominal value of the relevant securities allotted under this authority does not exceed £49,998.

CHAIRMAN

KLO *KPZEFHCU* 1527 COMPANIES HOUSE 15712795

MOSSDRIVE.AGM

19-12-95

SCHEDULE ACCOMPANYING 1995 ANNUAL RETURN OF STANHOPE WORKS MANAGEMENT LIMITED

| Nume & Address | Number of Shares held at date of this Return i e at 18,10,95 | Account of Shares Number Date of Regn. of (a) (b) | Remarks |
|---|--|---|---------------------------------------|
| Manufacturers Supplies (Acton) Ltd 37 Collet Road Hemel Hempstead Herts | 1 | | |
| W.J. Smith & Son (Haulage) Ltd. 24 Claremount Industrial Estate 1.ondon NW2 | 1 | | |
| Coldcare Refrigeration Ltd Unit 2 Marples Ridgoway Watford Herts | 1 | | |
| S. Musikant, L.P. Musikant and G J Simfer 7 Leavesden Road Stanmore Middlesex | 1 | | |
| Peter John Redmond 16 Pancake Lane Hemel Hempstead Herts | 1 | | |
| Sacombo Press Lad 5 Frogmore Hemel Hempstead Herts | 1 | | |
| D. Hammond, R.W. Thornton and N.S. Sleam I Maxted Road Hemel Hempstead Herts | 1 | | |
| Derek Wilson and Mrs H.E. Wilson 8 Fishery Road Hemel Hempstead Herts | | 1 | Transferred to James Mellule Cl 5 Cur |
| P.D. Soloman and J Edwards 32 Hayling Road South Oxtrey Herts | l | | 31/10/94 |
| A Martindalo 3 Hope Green Watford Herts | 1 | | |
| Lynne Karen Michael 5 Sunnyside Terrace Colindale London NW6 | 1 | | |
| Nigel Spencer Stoam Annadale West Heath Avenue London NW11 and David Charles Hammond Langley Wharf Kings Langley Herts WD4 8JE |) 1 | | |
| Johnathan Henry Bird and Andrea Helen Bird 126 Hilleroft Crescent Oxhey Herts | 1 | | |
| James Meliale Croft Cottage The Green Surratt Herts WD3 6AT | 1 | | |
| Barrow & Brooks Limited 5 Orchard Close Wheatley Oxfordshire | 1 | | |
| Total | 14 | | |