

TEG ENVIRONMENTAL PLC
*(Registered in England and Wales under the Companies Act with No.
03109613)*

The following is a resolution passed at the AGM of TEG ENVIRONMENTAL PLC (the "**Company**") on the 12th July 2005:-

RESOLUTION

It was resolved that

the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 (the "Act") to allot equity securities for cash pursuant to the general authority conferred upon them by the resolution passed 21 May 2004, as if Section 89(1) of the Act did not apply to any such allotment, provided however that the power conferred hereby shall be limited to the allotment of equity securities:

- (i) in connection with an offer of such securities by way of rights or other offering in favour of the holders of equity securities in the Company where the new equity securities are offered in proportion (as nearly as may be practicable) to their respective holdings of such securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (ii) (otherwise than pursuant to sub-paragraph (i) above) having, in the case of relevant shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having an aggregate nominal value not exceeding £500,000, and shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the passing of this resolution (if sooner) save that before such expiry the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry, the Directors may allot equity securities pursuant to any such offer or agreement previously made as if the power conferred hereby had not expired and such power shall be in substitution for any power previously conferred upon the Directors for the purposes of Section 95.

Signed.....

TANJA WILLIS

Company Secretary

