

1. A.C.

BIOMASS INDUSTRIAL CROPS LIMITED ("THE COMPANY")

THE COMPANIES ACT 1985

Registered number: 3563497

COPY

resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at Taunton Vale Golf Club, Creech Heathfield, Taunton Somerset on 29th February 2000.

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by adopting in substitution for and to the exclusion of the present Article No 4 a new Article No 4, the text of which is written below and is submitted to this meeting and approved without amendment.

*(TEXT OF PROPOSED ARTICLE NO 4 TO REPLACE
CURRENT ARTICLE NO 4 OF THE COMPANY'S
ARTICLES OF ASSOCIATION)*

SHARES

4. The special rights attached to the A Shares and the B Shares shall be as set out below:

(i) As Regards Income and Capital:

Each A Share and each B Share shall rank *pari passu* with each other in any dividend or return of capital

(ii) As Regards Voting:

The Holders of "A" Shares shall have the right to receive notice of and to attend (either in person or by proxy) all General Meetings of the Company and shall be entitled on a show of hands to one vote for each such Holder and on a poll to one vote for every "A" Share held by them.


No "B" Share shall confer on the Holder thereof any right to receive notice of or to attend or vote (either in person or by proxy) at any General Meeting of the Company. "B" Shares shall carry no voting rights.

(iii) As Regards Transfers:

(a) No A Share shall be transferred other than pursuant to Article 8.1. of these Articles of Association.



- (b) No B Share shall be transferred other than pursuant to Article 8.2. of these Articles of Association.


Company secretary.

Dated 29-02-2000.