

NUMBER OF COMPANY: 3568686

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
SCANCEM ENERGY LIMITED

Dated this 3rd day of December 1998

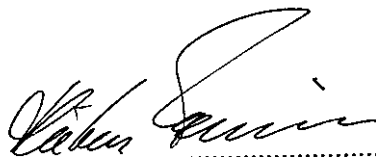
We, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings hereby pass the following resolutions:

ORDINARY RESOLUTIONS:

- 1 THAT the authorised share capital be and is hereby increased from £ 100,000 to £ 20,000,000 by the creation of 19,900,000 additional ordinary shares of £1 each, ranking in all respects pari passu to the existing 100,000 ordinary shares of £1 each.
- 2 THAT the directors be and are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the authorised capital of the Company (£ 20,000,000) at any time or times during the period of five years from the date of this resolution.

SPECIAL RESOLUTION:

- 3 THAT the directors shall have the power to exercise the authority conferred upon them by the above resolution 2 to allot shares up to the level of authorised share capital of 20,000,000 ordinary shares of £1 each as if Section 89(1) of the Companies Act 1985 did not apply to the allotment and that such allotments shall be made within five years from the date of the resolution.



For and on behalf of Scancem Energy and Recovery Limited

