

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

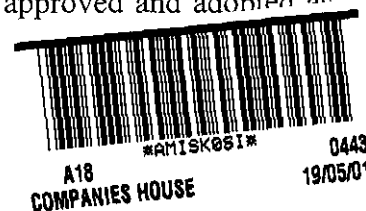
SUSTAINABLE GROUP LIMITED

(Passed *16 May* 2001)

In accordance with the Company's Articles of Association and Section 381A of and Schedule 15A to the Companies Act 1985, we the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company hereby resolve as follows:

RESOLUTIONS

- 1 THAT the authorised share capital of the company be and is hereby increased from £100 to £1000 by the creation of an additional 900 Ordinary Shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares of £1.00 each in the capital of the Company.
- 2 THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) ("the Act") up to an aggregate nominal amount of £1000 in substitution for any authority previously conferred upon them save to the extent that the same may already have been exercised PROVIDED that this authority shall expire on the date five years after the passing of this Resolution.
- 3 THAT subject to the passing of the previous Resolution the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by the previous Resolution, as if Section 89(1) of that Act did not apply to any such allotment PROVIDED that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1000.
- 4 THAT the regulations contained in the typewritten document marked "A" for the purposes of identification (a copy of which is annexed) be approved and adopted as



the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

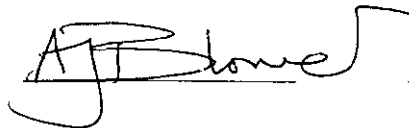
- 5 THAT the provisions of the Articles of Association of the Company or otherwise shall not apply to the allotment of Ordinary Shares so that any right of pre-emption over any of the Ordinary Shares is waived provided that such allotment is made on the date hereof.

Name of Shareholder

Signature

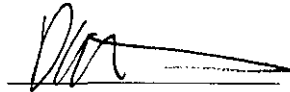
Date

ANDREW JOHN BLOWER



16/05/2001

DAVID GARETH THOMAS



16/05/2001