

Company number: 4222409

THE COMPANIES ACTS 1985 to 1989  
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

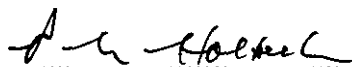
CERES POWER LIMITED

ELECTIVE RESOLUTION

We, the undersigned, being the sole member of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company HEREBY PASS the following elective resolution as written resolution and agree that this resolution shall, for all purposes be as valid and effective as if this resolution had been passed by us at a general meeting of the company duly convened and held.

"THAT in accordance with sections 366A, 379A and 381A of the Companies Act 1985 (as amended) the company elects to dispense with the holding of annual general meetings in 2004 and subsequent years until this resolution is revoked or otherwise ceases to have effect."

Dated: 16 December 2004



For and on behalf of  
Ceres Power Holdings plc

