

105978/10

**Company number 4939156**  
**THE COMPANIES ACT 1985**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTIONS**  
**of**  
**BIOFUELS CORPORATION PLC**  
**(the "Company")**

**Passed on 23 July 2007**



At an extraordinary general meeting of the Company duly convened and held at Belasis Business Centre, Belasis Hall Technology Park, Billingham, Teesside TS23 4EA on 23 July 2007 the following resolutions were duly passed as special resolutions of the Company:

**SPECIAL RESOLUTIONS**

THAT:

- 1 Subject to the passing of Resolution 2 and Resolution 3 below, the Directors be and are hereby generally and unconditionally authorised to implement the Restructuring (further details of the Restructuring can be found in the Circular issued by the Company and dated 26 June 2007 (the "**Circular**")) and are generally and unconditionally authorised to do all such things that they might consider necessary or desirable in connection with the matters described in the Circular relating to the Restructuring, including, but not limited to, approving any non material amendments to any of the documents required to implement the Restructuring
- 2 Subject to the passing of Resolution 1 above and Resolution 3 below, the name of the Company be changed to Earls Nook plc
- 3 Subject to the passing of Resolution 1 and Resolution 2 above, the Directors be and are hereby authorised to give notification to London Stock Exchange plc pursuant to Rule 41 of the AIM Rules for Companies to effect cancellation of admission of the Company's ordinary shares to trading on the AIM market of London Stock Exchange plc and such cancellation is hereby approved
- 4 Subject to the passing of each of Resolutions 1, 2 and 3 above, pursuant to section 53 of the Companies Act 1985 the Company be re-registered as a private company with the name of "Earls Nook Limited" with effect from the date approved by the Registrar of Companies, and that the memorandum of association of the Company be altered for this purpose by deleting the existing clauses 1 and 1A, substituting in their place the following clauses:

"1 The Company's name is Earls Nook Limited "

"1A The Company is to be a private company "

and that the draft regulations produced to the meeting and for the purposes of identification signed by the Chairman be approved and, with effect from the date on which the Company is re-registered as a private company, be adopted as the articles of association of the Company in substitution for the existing articles of association



Duly authorised officer  
of BIOFUELS CORPORATION PLC