

Registered number: 4981279

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

KP RENEWABLES PLC

(Passed on 13th May 2005)

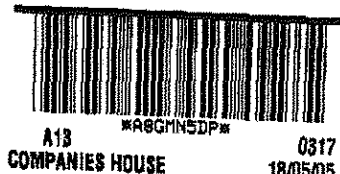
At an Extraordinary General Meeting of the Company duly convened and held at Suite 101, Boston House, 69-75 Boston Manor Road, Brentford, Middlesex TW8 9JJ on 13th May 2005 at 3pm the following resolutions of which resolution 1 was duly passed as an Ordinary Resolution and resolutions 2, 3, 4, 5 and 6 were duly passed as Special Resolutions Resolutions:

ORDINARY RESOLUTION

1. THAT the authorised share capital of the Company be increased from £750,000 to £1,000,000 by the creation of an additional 25,000,000 ordinary shares of one pence each, having the rights and being subject to the restrictions attaching to them under the articles of association of the Company proposed to be adopted under resolution 5 below.

SPECIAL RESOLUTIONS

2. THAT the directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985, in substitution for all previous authorities under that section, to exercise all the powers of the Company to allot relevant securities (as defined in such section) up to a maximum nominal amount of £595,536 to such persons and at such times and on such terms as they think proper during the period expiring at the end of fifteen months from the date of the passing of this resolution or, if earlier, at the end of the next Annual General Meeting of the Company and to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and to allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.
3. THAT the directors of the Company be and are hereby empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to make allotments of equity securities (as defined in section 94 of the Act) for cash: (a) up to a maximum nominal amount of £200,000 pursuant to the offer for subscription for the Company's ordinary shares of one pence each (the "Shares") of up to 10,000,000 Shares at 40 pence per Share and up to 10,000,000 Shares at 125 pence per Share ("Offer for Subscription"); (b) up to a maximum nominal amount of £10,000 to CO2e.com Limited pursuant to a deed entered into between the Company and CO2e.com Limited on 2 July 2004; (c) up to a maximum nominal amount of £5,000 to KBC Peel Hunt Limited ("KBC Peel Hunt") pursuant to a warrant granted to KBC Peel Hunt by the Company; (d) up to a maximum nominal amount of £5,000 to BizzEnergy Limited ("BizzEnergy") pursuant to an agreement entered into between the Company and BizzEnergy (e) up to a maximum nominal amount of £5,000 to Deloitte & Touche LLP ("Deloitte") pursuant to a warrant granted to Deloitte; and (f) to sell treasury shares (as defined in section 162A(3) of the Act) and make allotments of equity securities for cash pursuant to the authority conferred on them by Resolution 2 above as if section



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89(1) and sub-sections (1)-(6) of section 90 of the Act did not apply to any such sale or allotment, provided that the power described in (c) above is limited to:

- (A) the sale or allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such sale or allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems arising in connection with the laws of, or requirements of, any recognised regulatory body or stock exchange in any territory; and
- (B) the sale or allotment (otherwise than pursuant to sub-paragraph (A) above) of equity securities up to an aggregate nominal value of £30,649, being five per cent. of the issued share capital of the Company following completion of the Offer for Subscription (assuming that the maximum number of Shares are subscribed pursuant to the Offer for Subscription);

and provided that, unless renewed, such power shall expire at the end of fifteen months from the date of the passing of this resolution or, if earlier, at the end of the next Annual General Meeting of the Company but shall extend to the making, before such expiry, of an offer or agreement which would or might require a sale or allotment of equity securities to be made after such expiry and the Directors may make a sale or allotment of equity securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

- 4. THAT the Company be and is hereby unconditionally and generally authorised to make market purchases (as defined in Section 163(3) of the Companies Act 1985) of ordinary shares of one pence each in the capital of the Company provided that:
 - (a) the maximum number of shares hereby authorised to be acquired is 7,870,400;
 - (b) the minimum price which may be paid for such shares is one pence per share;
 - (c) the maximum price which may be paid for such shares is, in respect of a share contracted to be purchased on any day, an amount equal to 105 per cent. of the average of the middle market quotations for such shares shown in the Daily Official List of London Stock Exchange plc for the five business days in respect of which such Daily Official List is published immediately preceding the day on which the share is contracted to be purchased (in each case excluding expenses);
 - (d) the authority hereby conferred shall expire fifteen months after the date of the passing of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company;
 - (e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or

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partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of any such contract.

5. THAT the regulations contained in the printed document produced to the meeting signed by the Chairman for the purposes of identification be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.
6. THAT the proposed rules of the Company's Unapproved Share Option Plan in the form produced to the meeting signed by the Chairman for the purposes of identification be hereby adopted.



Chairman