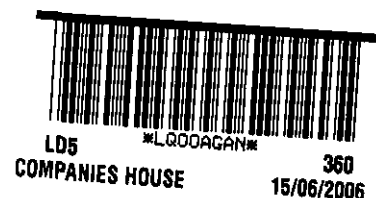


Private & Confidential

Company Number 05314207



THE COMPANIES ACT 1985  
AND THE COMPANIES ACT 1989

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COMPANY LIMITED BY SHARES

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**RESOLUTIONS**

of

**TERSUS ENERGY PLC**

**(the "Company")**

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Passed 14 June 2006

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At an Annual General Meeting of the Company held on 14 June 2006, the following Resolutions were duly passed:

**SPECIAL RESOLUTIONS**

1 THAT

(a) the Directors be and they are hereby empowered, pursuant to section 95 of the Companies Act 1985 (the "Act"):

- (i) subject to the passing of Resolution 9 set out in the notice of this meeting, to allot equity securities (within the meaning of section 94 of the Act) for cash consideration pursuant to the authority given by the said Resolution; and
- (ii) to transfer equity securities (within the meaning of section 94 of the Act) which are held by the Company in treasury;

as if section 89(1) of the Act did not apply to any such allotments or transfers, provided that this power shall be limited to the allotment or transfer of equity securities:

- (A) in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to holders of ordinary shares and such other equity securities of the Company as the Directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory);

- (B) pursuant to the grant or exercise of any share options pursuant to any share scheme of the Company in force from time to time and any shares acquired or held by the Company in treasury may be transferred in satisfaction of the exercise of such options;
- (C) (otherwise than pursuant to sub paragraphs (A) and (B) above) up to an aggregate nominal amount of £50,000 (representing approximately 26.8 per cent of the issued share capital of the Company);

and shall expire at the earlier of the conclusion of the annual general meeting of the Company in 2007 and 13 September 2007, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements; and

- (b) all authorities previously conferred under section 95 of the Act be and are hereby revoked, provided that such revocation shall not have retrospective effect.


2 THAT in substitution for any existing power under section 166 of the Act, but without prejudice to the exercise of any such power prior to the date hereof, the Company generally be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 (the "Act") to make market purchases (as defined in section 163 of the Act) of fully paid ordinary shares of 0.5p each provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 5,000,000 (being approximately 13.4 per cent of the issued ordinary share capital of the Company as at the date of the passing of this resolution);
- (b) the minimum price which may be paid for any such ordinary share is 0.5p being the nominal value thereof;
- (c) the maximum price (exclusive of expenses) which may be paid for such shares for so long as the ordinary shares of the Company are listed on AIM shall be 5 per cent above the average of the middle market quotations for an ordinary share in the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased;
- (d) the authority hereby conferred shall expire on whichever is the earlier of the conclusion of the next annual general meeting of the Company in 2007 or 13 September 2007; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be completed or executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

#### **ORDINARY RESOLUTION**

3 THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") and in substitution for any existing power to allot relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) of the Company up to an aggregate nominal amount of £100,000 during the period commencing on the date of the passing of this resolution and expiring on the earlier of the conclusion of the annual general meeting of the Company in 2007 and 13 September 2007, but so that this authority shall allow the Company to make before the expiry of this authority, offers or agreements which would or

might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right, positioned above a dotted line.

Chairman