

Number 5351398

CAP ENERGY LIMITED

Ordinary and Special Resolutions

pursuant to the Companies Act 1985 Sections 122 and 380

Passed 2 March 2005

At a meeting of the members of Cap Energy Limited, duly convened and held at 15 St Helen's Place, London EC3A 6DE on 2 March 2005, the following resolutions were duly passed:

Ordinary Resolutions

1. Every Ordinary Share of 20p, both issued and unissued, be sub-divided into 40 Ordinary Shares of 0.5p each.
2. The Board be unconditionally authorised for the purposes of the Companies Act 1985 Section 80 to exercise all the powers of the Company to allot relevant securities up to a maximum amount of £2,000,000 provided that this authority shall expire on 31 December 2006 or, if earlier, at the conclusion of the Annual General Meeting of the Company held in the year 2006, save that the Company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry; and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolution

3. The Board be empowered pursuant to the Companies Act 1985 to allot equity securities for cash as if Section 89 (1) of the Companies Act 1985 did not apply to such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2,000,000; and shall expire on 31 December 2006 or, if earlier, at the conclusion of the Annual General Meeting of the Company held in the year 2006, save that the Company may prior to the expiry of such authority make an offer or agreement under which equity securities would or might fall to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or earlier by agreement as if the power conferred by this Resolution had not expired




Director