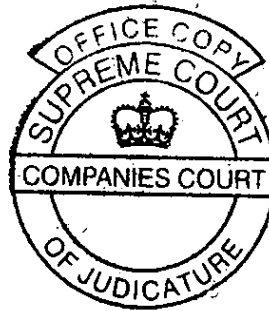
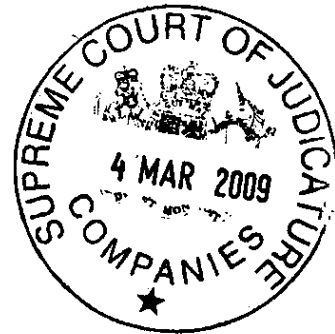


IN THE HIGH COURT OF JUSTICE**Claim No: 10790/09****CHANCERY DIVISION****COMPANIES COURT****Registrar Simmonds****4 MARCH 2009****IN THE MATTER OF CMR FUEL CELLS PLC****AND IN THE MATTER OF THE COMPANIES ACT 1985**

ORDER

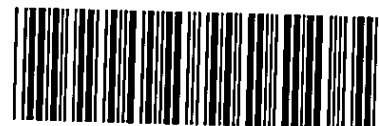
UPON THE APPLICATION of the above-named CMR Fuel Cells plc ("the Company") the registered office of which is situated at CPC 1, Capital Park, Fulbourn, Cambridgeshire, CB21 5XE by Claim Form presented to this court on 6 February 2009

AND UPON HEARING Counsel for the Company

AND UPON READING the documents recorded on the court file as having been read

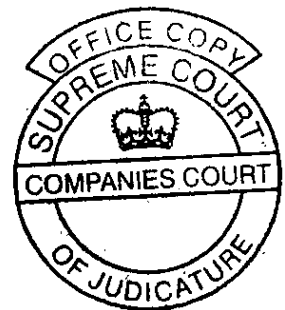
THE COURT ORDERS that the reduction of capital of the Company from £3,400,000.20 to £1,491,344.68 and the cancellation of the sum standing to the credit of the Company's share premium account resolved on and effected by a special resolution passed at a general meeting of the Company held on 6 February 2009 be and the same is hereby confirmed in accordance with the provisions of the Companies Act 1985

AND THE COURT APPROVES the Minute set forth in the Schedule hereto



AND IT IS ORDERED

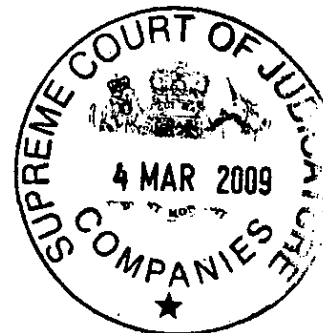
- 1 that this order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the said Minute
- 2 that notice of the registration by the Registrar of Companies of this order and of the said Minute be published by the Company once in "The Times" newspaper within 21 days after the said registration



SCHEDULE

The authorised share capital of the Company was by virtue of a special resolution passed at a general meeting held on 6 February 2009 and with the sanction of an order of the High Court of Justice dated 4 March 2009 reduced from £3,400,000.20 divided into 34,000,002 ordinary shares of 10 pence each to £1,491,344.68 divided into 20,304,846 issued ordinary shares of 0.6 pence each and 13,695,156 unissued ordinary shares of 10 pence each.

Further, by virtue of the aforesaid special resolution, upon the said reduction taking effect, the unissued ordinary shares of 10 pence each were sub-divided and consolidated into ordinary shares of 0.6 pence each. Accordingly, at the date of registration of this Minute, the authorised share capital of the Company is £1,491,344.68 divided into 248,557,446 ordinary shares of 0.6 pence each, of which 20,304,846 have been issued as fully paid and the remainder are unissued.



Claim No: 10790/09

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

Registrar Simmonds

4 MARCH 2009

**IN THE MATTER OF CMR FUEL CELLS
PLC**

**AND IN THE MATTER OF THE
COMPANIES ACT 1985**

ORDER

**Mills & Reeve
Francis House
112 Hills Road
Cambridge
CB2 1PH
Tel: 01223 364422
Fax: 01223 355848
DX: 122891 Cambridge 4
Ref: Csth / 4012682-0004**

Solicitors for the Applicant