

**THE COMPANIES ACTS 1985 AND 1989**

**WRITTEN RESOLUTIONS**

**of**

**MTEM LIMITED Company No. SC243297 (the "Company")**

**DATED 3 JUNE 2005**

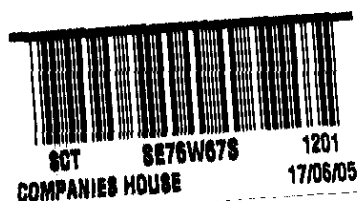
In accordance with regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) (as incorporated in the Company's articles of association), all the members of the Company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting of the Company at which they were present, passed the following resolutions in writing:

**THAT**

**ORDINARY RESOLUTION**

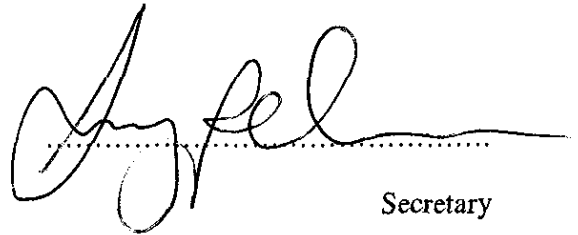
1. the directors of the Company be and are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities up to a nominal value of 1,561,043 at any time or times during the period of 5 years from the date of the resolution provided that such authority shall only be exercised in respect of the following allotments:-

<b>Investor</b>	<b>Class of Shares</b>	<b>No of Shares</b>
<b>Energivekst AS</b>	<b>Preference</b>	<b>343,302</b>
<b>Energy Ventures A.S.</b>	<b>Preference</b>	<b>343,303</b>
<b>SEP II</b>	<b>Preference</b>	<b>327,698</b>
<b>SEP II B</b>	<b>Preference</b>	<b>15,605</b>
<b>Energivekst AS</b>	<b>Preference</b>	<b>177,045</b>
<b>Energy Ventures A.S.</b>	<b>Preference</b>	<b>177,045</b>
<b>SEP II</b>	<b>Preference</b>	<b>168,998</b>
<b>SEP II B</b>	<b>Preference</b>	<b>8,047</b>



### **SPECIAL RESOLUTIONS**

2. the provisions of Section 89 (1) of the Companies Act 1985 shall not apply to any allotment effected pursuant to the foregoing authority.
3. the provisions of Article 9.1 of the articles of association of the Company shall not apply to the issue of the shares for which authority to allot is given by resolution 1 above.



Secretary