



Company Number: 4266884

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTIONS IN WRITING  
OF  
CAMBRIDGE GLASSHOUSE COMPANY LIMITED**

We, being the only members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 318A of the Companies Act 1985, to pass the following as written resolutions:

- 1 That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company and the Company's subsidiary, Cambridge Scientific (UK) Limited (the "Subsidiary") to Horndean Limited (Co Reg No: 5103958) the registered office of which is at 7 Bakersfield, Wrawby, Brigg DN20 8SZ for the purpose of acquiring shares in the Company or reducing or discharging liabilities they or any other person or persons have incurred within the meaning of the Companies Act 1985 Section 152(3) and the terms and arrangements contemplated by the execution, delivery and performance by the Company of the following be approved:
  - 1.1 Debenture in favour of the Governor and Company of the Bank of Scotland incorporating fixed and floating charges over all the Company's undertaking and assets and securing the payment and discharge of all of the Company's obligations to BoS;
  - 1.2 Cross guarantee in favour of the Bank of Scotland incorporating

guarantees by the Company, Horndean, Ecotech (UK) Limited and the Subsidiary of all the liabilities and obligations of the Company, Horndean, Ecotech (UK) Limited and Cambridge Scientific (UK) Limited in favour of BoS;

1.3 Loan agreement with Horndean Limited relating to the sum of £724,000;

1.4 Consultancy agreement with Mike Kendall and Jetpark<sup>Develpment</sup> Limited;

1.5 Compromise agreement with Mike Kendall;

1.6 Transfer of the following assets to Wallingfen Park Limited for nil consideration:

1.6.1 FENDT tractor;

1.6.2 Laser levelling equipment;

1.6.3 Rotavator equipment; and

1.6.4 Beaver tail truck.

1.7 A service agreement with Mr Matthew John Kendall;

1.8 Deed of assignment of debt deed with Matthew Kendall, Michael Kendall, Sophie Kendall and June Jarvis, relating to the indebtedness of certain persons to the Company.

(together the "Transactions");

and the terms and arrangements contemplated by the execution, delivery and performance by the Subsidiary of the following be approved:

1.9 Debenture in favour of the Governor and Company of the Bank of Scotland incorporating fixed and floating charges over all the Subsidiary's undertaking and assets and securing the payment and discharge of all the Subsidiary's undertaking and assets and securing the payment and discharge of all the Subsidiary's obligations to BoS;

1.10 Cross guarantee in favour of the Bank of Scotland incorporating guarantees by the Subsidiary, Horndean, the Company and Ecotech (UK) Limited;

(together, the "Subsidiary Transactions")

- 2 That the approval for the Company and for the Subsidiary, to enter into respectively the Transactions and the Subsidiary Transactions be given notwithstanding that the Company and the Subsidiary might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.
- 3 That the entry into the Transactions by the Company is for the commercial benefit and in the best interests of the Company.

Dated: *24 August* 2004

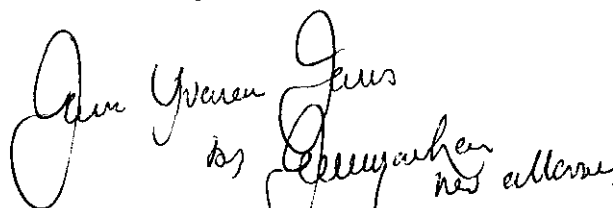
Signed:

Michael Robert Kendall



Signed:

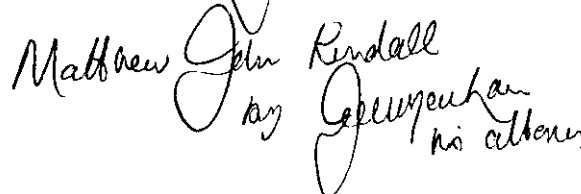
June Yvonne Jarvis



by *Matthew John Kendall*  
his attorney

Signed:

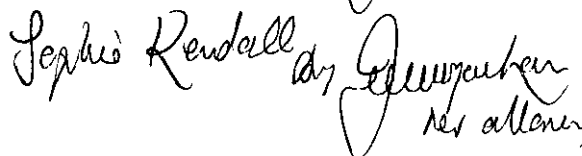
Matthew John Kendall



by *Matthew John Kendall*  
his attorney

Signed:

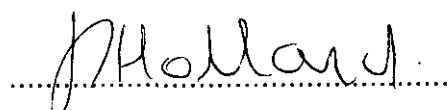
Sophie Kendall



by *Matthew John Kendall*  
his attorney

I confirm that a copy of these written resolutions were sent to the auditors of the Company at or before the time at which it was supplied to the members for signature in accordance with section 381B of the Companies Act 1985 (as amended).

Signed



Director