

The Companies Act 1985 ("the Act")

RESOLUTIONS

of

KP RENEWABLES PLC ("the Company")
Company No. 4981279

Passed on the 10th April 2007

At an extraordinary general meeting of the Company duly convened and held at 11am on 10 April 2007 the following resolutions were passed, as to Resolutions 1, 2, 3 and 4 as Special Resolutions and Resolutions 5, 6 and 7 as Ordinary Resolutions

SPECIAL RESOLUTIONS

- 1 THAT each of the issued existing ordinary shares of the Company be sub-divided into one deferred share of 0.95p and one ordinary share of 0.05p each, such deferred shares having the rights and subject to the restrictions as set out in the new articles of association to be adopted pursuant to Resolution 4 below,
- 2 THAT, subject to and conditional upon the passing of Resolution 1 above, all of the ordinary shares of 0.05p each in the capital of the Company be consolidated on the basis of twenty to one to create new consolidated ordinary shares of 1p each ranking pari passu in all respects with the unissued existing ordinary shares, such ordinary shares having the rights and being subject to the restrictions set out in the new articles of association to be adopted pursuant to Resolution 4 below, and the Directors of the Company be empowered to aggregate any fractions of new ordinary shares arising from such consolidation and sell such shares to subscribers for cash, at a price of 1p per such share, for the benefit of the Company,
- 3 THAT subject to and conditional upon the passing of Resolution 5 and 6 below the Directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined by section 94(2) of the Act) for cash pursuant to the authority conferred by Resolution 6 as if section 89(1) of the Act did not apply to any such allotment provided that such power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £5,534,103.38, and the power hereby conferred shall expire five years from the date of the passing of this Resolution 3 but may be previously revoked or varied by special resolution and so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer of agreement as if such power had not expired
- 4 THAT subject to and conditional upon the passing of Resolutions 1 and 2 above and Resolution 5 below the new articles of association of the Company, as produced to this meeting and initialled for the purpose of identification by the chairman of the meeting, be adopted by the Company as the Articles of Association of the Company in substitution for and the exclusion of all the existing articles of association,

Name *AEP/ullm* Date: *13/4/07*
For and on behalf of
BIRCHAM DYSON BELL LLP
Solicitors
50 Broadway
London
SW1H 0BL



ORDINARY RESOLUTIONS

- 5 THAT, subject to and conditional upon the passing of Resolutions 1 to 4 above, the capital of the Company be and is hereby increased to £6,000,000 by the creation of an additional 500,000,000 new ordinary shares of 1p each ranking pari passu with the existing ordinary shares of 1p in the capital of the Company
- 6 THAT, for the purposes of section 80 of the Act, the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £5,534,103 38, in substitution for any existing authorities which are hereby revoked but without prejudice to any allotment already made pursuant thereto and the authority conferred by this Resolution 6 shall expire five years from the date of passing of this Resolution but may be previously revoked or varied from time to time by the Company in general meeting and so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if such authority had not expired,
- 7 THAT the serious loss of capital in the Company pursuant to section 142 of the Act be addressed by the CVA and the recapitalisation of the Company pursuant to the Proposals set out in the circular to shareholders of which this notice forms part be and is hereby approved and THAT no other action be taken at this time



Director / ~~Secretary~~

Registered office 7th Floor Aldermay House, 10-15 Queen Street, London EC4N 1TX