

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
VOLUNTEER ENERGY GROUP LIMITED
(Company Number 2706333)**

(Passed on 28 December 2001)

We, the undersigned, being all the members for the time being of the above named Company entitled to attend and vote at general meetings thereof **HEREBY PASS** the following resolution as an ordinary resolution of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolution shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

ORDINARY RESOLUTION:

THAT the authorised share capital of the company be increased from £1,500,000 to £5,500,000 by the creation of 4,000,000 new ordinary shares of £1 each ranking in all respects pari passu with the existing 1,500,000 ordinary shares of £1 each in the capital of the Company and that the memorandum of association be amended accordingly.

E. HEDDE 

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For and on behalf of GDF International S.A.

