

# DALKIA ENERGY AND TECHNICAL SERVICES LIMITED

I hereby certify this document to be Company no: 906936  
a true copy of the original.

THE COMPANIES ACTS 1985 – 1989

Signed: .....  
JEAN-PHILIPPE FIEHL  
COMPANY SECRETARY

PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION



Dated this 17 day of June 2000

We, the undersigned, being all the members of the Company, who at the date of this resolution would be entitled to attend and vote at General Meetings of the Company **HEREBY PASS** the following resolutions as written resolutions and agree that the said special resolutions shall, for all the purposes be as valid and as effective as if the same had been passed at a general meeting duly convened and held:

### RESOLVED

1. That the transaction briefly described below be, and is hereby, approved and that the directors of the Company be, and they are already, authorised to do anything necessary to carry out the transaction.

#### The Transaction

The Company giving a guarantee to National Westminster Bank Plc for the obligations of the debtors specified in such security on such terms as may be agreed between the Company and the Bank.

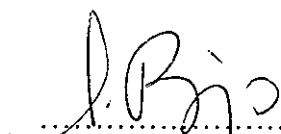
2. That the Memorandum and Articles of Association of the Company be amended as follows:-

The following Clause to be inserted and identified as Clause 3(8) to replace the existing Clause 3(8):-

“Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others, and/or enter into any contract of indemnity or suretyship, including (without limitation) the payment of capital or principal and any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities and/or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any Company which is for the time being the Company’s Holding Company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any Company, firm or person, and in particular, (but not by way

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of limitation) of the Company's Holding Company or any Company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any Company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

  
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Laurent Bermejo  
For DALKIA PLC