

Company No. 1466460

The Companies Act 1985
Company Limited by Shares
Written Resolutions
of
SEBA Developments Limited
('the Company')

SATURDAY



Pursuant to Section 381A of the Companies Act 1985 ('the Act')
Passed on

We, the undersigned member of the above named Company being the sole member who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolutions to take effect as special resolutions.

SPECIAL RESOLUTIONS

- 1 That the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the document referred to below which the Company has entered into on 7th January 2008 in connection with the acquisition by Servicepower Limited ("the Buyer") of all of the issued ordinary share capital of the Company ("the Acquisition") from Leon Donald Bachelier and Jean Constance Bachelier ("the Sellers") be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interests of the directors) the director of the Company be and is hereby empowered, authorised and directed to complete and execute the Loan Agreement between the Company and the Buyer for payment by the Company of an amount equal to its Completion Net Current Assets and Net Proceeds (both defined in the Sale and Purchase Agreement) as set out in the Sale and Purchase Agreement, and
- 2 That notwithstanding that the executing the documents and completing the transactions referred to in paragraph 1 of this resolution would constitute the giving of financial assistance within the meaning of sections 151 to 158 (inclusive) of the Act, the giving of such financial assistance is in the best interests of the Company and the giving of such financial assistance be and is hereby approved

Signed.  16/1/08

Signed  16/1/08