

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Company 4155137

ELECTIVE RESOLUTIONS

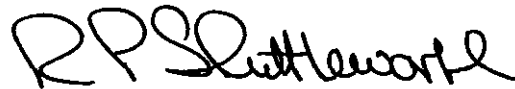
OF

AMEC OFFSHORE WIND POWER LIMITED

PASSED ON MONDAY 1ST JULY 2002

At an Extraordinary General Meeting of the Company duly convened and held at Sandiway House, Hartford, Northwich, Cheshire, on Monday 1st July 2002, it was unanimously resolved that in accordance with Section 379A of the Companies Act 1985 as amended ("the Act") the following Resolutions be passed as Elective Resolutions.

- (i) It was resolved pursuant to Section 252 of the Act to dispense with the laying of accounts and reports before the Company in general meetings.
- (ii) It was resolved pursuant to Section 366A of the Act to dispense with the holding of annual general meetings in 2003 and subsequent years until this election is revoked.
- (iii) It was resolved pursuant to Section 386 of the Act to dispense with the obligation to appoint auditors annually.



Chairman

