

Registration No. 3273552

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

COTTAM DEVELOPMENT CENTRE LIMITED

At an Extraordinary General Meeting of the above company held on 22 February 2000 the following Resolutions were passed:

ORDINARY RESOLUTIONS

1. THAT pursuant to Section 121 of the Companies Act 1985 (the Act), the authorised share capital of the company be and is hereby increased from £10,000,000 to £30,000,000 by the creation of an additional 20,000,000 ordinary shares of £1.00 each to rank pari passu with the existing shares.
2. THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Act to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £23,622,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

3. THAT the directors be and they are hereby generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of s94(2) of the Act), pursuant to the authority conferred by the resolution numbered 2 above (the *authority*) as if section 89(1) of the Act did not apply to the allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired

Secretary

Date: 22 February 2000

