

**Company Number: 01810247**

**The Companies Act 1985 and 1989**

**Ordinary and Special Resolutions of**

## **Martin Shelton Group PLC**

**(passed 14 April 2004)**



At the Extraordinary General Meeting of the above-named Company duly convened and held on 14 April 2004 the following Resolutions were passed as to the Resolutions numbered 1 and 2 as Ordinary Resolutions and as to the Resolution numbered 3 as a Special Resolution:

### **Ordinary Resolutions**

1. THAT the authorised share capital of the Company be increased from £600,000 to £1,200,000 by the creation of 6,000,000 new ordinary shares of 10 pence each ranking pari passu with the existing ordinary shares of 10 pence each in the Company.
2. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with the provisions of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of relevant securities of £600,000; and this authority will (unless renewed) expire at the conclusion of the next Annual General Meeting of the Company but the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after the authority expires and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

### **Special Resolution**

3. THAT, subject to the passing of resolutions 1 and 2 above, the Directors be and they are hereby empowered pursuant to the provisions of section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by Resolution 2 above as if the provisions of sections 89 and 90 of the Act did not apply to any such allotment provided that this power shall be limited to:-
  - (a) the allotment of equity securities in connection with an issue in favour of the holders of ordinary shares of the Company in proportion (as nearly as

may be) to their respective holdings of ordinary shares, subject only to exclusions or other arrangements which the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory; and

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to the aggregate nominal amount of the authorized share capital of the Company.

and the power hereby granted shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry but otherwise in accordance with the foregoing provisions of this power in which case the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

A handwritten signature in black ink, appearing to read "M. H. Reuter", is written over a horizontal line. The signature is fluid and cursive, with a long, sweeping tail that extends to the right.

**Chairman**