

COMPANY NUMBER: 2806007

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

LUPUS CAPITAL PLC

At an Extraordinary General Meeting of the Company duly convened and held at the offices of Lawrence Graham, 190 Strand, London, WC2R 1JN on 16 February 2004, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:

- (a) the authorised share capital of the Company be and is hereby increased from £1,500,000 to £2,500,000 by the creation of 200,000,000 ordinary shares of 0.5p each ranking pari passu in all respects as one class with the existing ordinary shares of 0.5p each in the Company;
- (b) in substitution for any existing authority under section 80 of the Companies Act 1985 (the "Act") but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £1,266,928.38, provided that this authority shall expire (unless previously varied, revoked or renewed by the Company in general meeting) on 15 February 2009, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired;
- (c) in substitution for any existing power under section 95 of the Act but without prejudice to the exercise of any such power prior to the date of the passing of this resolution, the Directors be and they are hereby empowered pursuant to 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 paragraph (2) above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (i) the allotment of 17,283,944 ordinary shares of 0.5p each in the Company pursuant to the Subscription (as that term is defined in the circular to the shareholders of the Company dated 21 January 2004 published by the Company of which a copy is produced to the Meeting (the "Circular"));
 - (ii) the allotment of equity securities for the purpose of, or in connection with, an offer of such equity securities by way of rights to the holders of ordinary shares in proportion (as nearly as may be practicable) to the respective numbers of



ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or stock exchange in, any territory or otherwise however; and

- (iii) the allotment of equity securities otherwise than pursuant to sub-paragraphs (i) and (ii) above, up to an aggregate nominal amount of £47.539.25

such power to expire on 15 February 2009, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such power expires and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired;

- (d) the Lupus Employee Share Ownership Trust (the "Trust") the principal features of which are summarised in Part 2 of the Circular be and is hereby approved and that the Directors be and are hereby authorised to do all acts and things which they may in their absolute discretion consider necessary, expedient or desirable to effect the establishment of the Trust;
- (e) the subscription agreement between the Company and the Trust, the principal features of which are summarised in Part 2 of the Circular be and is hereby approved and that the Directors be and are hereby authorised to do all acts and things which they may in their absolute discretion consider necessary, expedient or desirable to adopt the subscription agreement;
- (f) the Lupus Capital PLC 2004 Enterprise Management Incentive Scheme (the "EMI Scheme"), the principal features of which are summarised in Part 2 of the Circular and the rules of which are produced to the Meeting and initialled by the Chairman of the Meeting for identification purposes, be and are hereby approved and adopted and that the Directors be and are hereby authorised to do all acts and things which they may in their absolute discretion consider necessary, expedient or desirable to adopt and carry into effect the EMI Scheme;
- (g) the Company be and is hereby generally and unconditionally authorised in accordance with section 166 of the Act to make market purchases (within the meaning of section 163(3) of the Act) of ordinary shares of 0.5p each in the capital of the Company ("Ordinary Shares"), provided that:
 - (i) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be 25,910,000 or, if the Proposals (as defined in the Circular) are approved and the Subscription (as defined in the Circular) is completed, 28,500,000 ordinary shares;
 - (ii) the minimum price which shall be paid for an Ordinary Share is 0.5p;
 - (iii) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than 105 per cent of the average of the middle market quotations for an Ordinary Share taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the Ordinary Share is purchased;
 - (iv) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2004 or, if earlier, the date being

15 months after the passing of this resolution, unless such authority is varied, revoked or renewed prior to such time; and

- (v) the Company may, before the expiry of such authority, make a contract to purchase Ordinary Shares under the authority conferred hereby which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares pursuant to any such contract, as if such authority had not expired.



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Chairman