

Company Number: 157418



THE COMPANIES ACT 1985

RESOLUTIONS OF

ANTALIS GROUP

(Passed on 14 January 2005)

AT AN EXTRAORDINARY GENERAL MEETING of the Company held on 14 January 2005 the following resolutions were duly passed as Ordinary and Special Resolutions respectively:

ORDINARY RESOLUTION

For the purposes of Section 80 of the Companies Act 1985, the Directors be authorised unconditionally to issue and allot up to 81,012,277 Ordinary Shares of £1 each in the capital of the Company, provided such power shall expire at the earlier of 13 January 2010 or the conclusion of the Annual General Meeting of the Company to be held in 2010, except to the extent that the same is renewed or extended prior to or at such meeting;

SPECIAL RESOLUTION

The Directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to any authority conferred upon them for the purposes of Section 80 of the Companies Act 1985 as if Section 89 of the Companies Act 1985 did not apply thereto provided that such power shall:

- a. be limited to the allotment of equity securities up to a maximum nominal amount of £81,012,277;
- b. expire at the earlier of 13 January 2010 or the conclusion of the Annual General Meeting of the Company to be held in 2010, except to the extent that the same is renewed or extended prior to or at such meeting; and
- c. permit the Company to make an offer or enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired and the directors may allot equity securities pursuant to such offer or agreement.

CHAIRMAN OF THE MEETING

A handwritten signature in black ink.