

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTIONS OF**

**CAPE PUBLIC LIMITED COMPANY (COMPANY NO. - 40203)**

At an Annual General Meeting of the Company held on 19 June 2006 the following resolutions were passed as Special Resolutions:

**Resolution 5**

To approve the rules ("Rules") of the Cape PLC 2006 Sharesave Plan ("Plan") and authorise the Directors of the Company to do all acts and things which they may consider necessary or expedient to give effect to the Plan (including, but not limited to, making any amendments to the Rules, including any that are required by the Inland Revenue where such amendments are required in order to obtain Inland Revenue approval to the Plan).

**Resolution 6**

To authorise the Directors of the Company to be able to be counted in the quorum and vote and that their votes may be counted on any matter at the shareholders', Directors', or committee meeting connected with the Plan notwithstanding that they may be interested in the same (except that no Director may be counted in the quorum or vote on any matter solely concerning his own participation) and any prohibitions in this regard contained in the articles of association of the Company be are suspended and relaxed to that extent.

**Resolution 7**

Pursuant to section 95(1) of the Act, and in substitution for all existing authorities under that section, the Directors be and are generally empowered to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 5 as if section 89(1) of the Act did not apply to such allotment, provided that such power shall be limited to:

- (i) the allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange;
- (ii) the allotment of equity securities in the form of share options up to an aggregate nominal amount of £640,000 in connection with the Companies' existing Executive Share Option Scheme;
- (iii) the allotment of equity securities in the form of share options up to an aggregate amount of £500,000 in connection with the Plan;
- (iv) the allotment of equity securities for cash (otherwise than pursuant to subparagraph (i), (ii) and (iii) above) up to an aggregate nominal amount of £1,044,038 (representing five per cent of the issued ordinary share capital of the Company at 3 April 2006,

and (unless previously revoked, varied or renewed) shall expire on 18 June 2011, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired.

Signed...  (Company Secretary)

