

COMPANY NO.40203



THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES OF

CAPE PLC

(passed on Wednesday 16th October 1996)

At an Extraordinary General Meeting of the above named company, duly convened and held on Wednesday 16th October 1996, the following resolutions were duly passed:

ORDINARY RESOLUTION

1. THAT the proposed Incentivisation Arrangement between the Company and Rutland Trust PLC (as described in the Circular to shareholders dated 24th September 1996 and a copy of the terms of which has been initialled by the Chairman of the meeting for the purposes of identification) be and is hereby approved and that either Sir Michael Grylls MP and/or Mr A M Millwood OBE and/or Mr S S O'Connor, being the independent non-executive directors of the Company be and are hereby authorised to do, approve and execute all acts, things and documents as may be necessary or appropriate in relation thereto.

SPECIAL RESOLUTION

2. THAT:-

- (a) Article 104 of the Articles of Association of the Company be amended to read:

"No business should be transacted at any meetings of the directors unless a quorum is present. The quorum may be fixed by the directors and unless so fixed at any other number shall be two, of which at least one shall be a non-executive director who has not been nominated by Rutland Trust PLC or any of its subsidiaries or any any shareholder of the Company holding at least 15% of the Company's issued ordinary share capital. An alternate director who is not himself a director shall, if his appointor is not present, be counted in the quorum."

- (b) Article 103(3) of the Articles of Association of the Company shall be amended by the deletion of the words:

"in the case of an equality of votes, the Chairman shall have a second or casting vote."

SIGNED:
Company Secretary

Confirmed to be a
True Copy
[Signature]
Company Secretary 5/8/2002

PROCEEDINGS OF DIRECTORS

103. (1) Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- (2) A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Any director may waive notice of a meeting and any such waiver may be retrospective.
- (3) Questions arising at a meeting shall be decided by a majority of votes. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
104. No business should be transacted at any meetings of the directors unless a quorum is present. The quorum may be fixed by the directors and unless so fixed at any other number shall be two, of which at least one shall be a non-executive director who has not been nominated by Rutland Trust PLC or any of its subsidiaries or any shareholder of the Company holding at least 15% of the Company's issued ordinary share capital. An alternate director who is not himself a director shall, if his appointor is not present, be counted in the quorum.