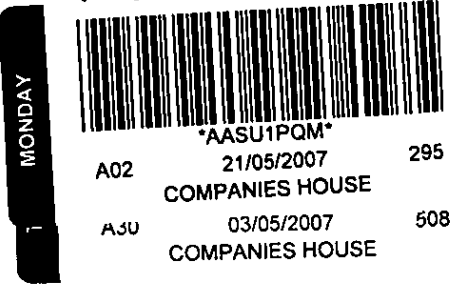


THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES

RESOLUTIONS OF
CAPE PLC



At an Extraordinary General Meeting of the Company, duly convened and held on Monday 23 April 2007, the following resolutions were duly passed as ordinary and special resolutions

Ordinary Resolutions

- 1 **THAT**, the authorised ordinary share capital of the Company be increased from £26,420,940 50 to £38,400,000 by the creation of an additional 47,916,238 ordinary shares of 25 pence each ranking *pari passu* with the existing ordinary shares of 25 pence each in the capital of the Company and having the rights and subject to the restrictions set out in the articles of association of the Company

The total authorised share capital has therefore increased from £30,990,001 81 to £42,969,061 31 divided into 153,600,000 ordinary shares of 25p each, 431,906,031 deferred shares of 1p each, 250,000 Preference Shares of £1 each and 1 PLC Scheme Share of £1

- 2 **THAT**, in substitution for and to the exclusion of all existing authorities under section 80 of the Companies Act 1985, the directors of the Company be and are generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (as amended) (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £17,447,564 75 for a period expiring (unless previously renewed, revoked or varied by the Company in general meeting) on the earlier of the conclusion of the annual general meeting of the Company to be held in 2007 or a date 15 months from the date of the passing of this resolution, provided that the Company may make an offer or agreement before the expiry of such authority which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the power conferred hereby had not expired

Special Resolutions

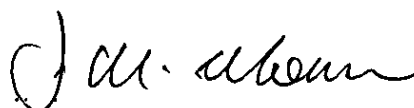
- 3 **THAT**, in substitution for and to the exclusion of all existing authorities under section 95 of the Companies Act 1985, the directors of the Company be and are hereby empowered in accordance with section 95 of the Act to allot equity securities of the Company (within the meaning of section 94(2) of the Act) pursuant to the authority referred to in, and conferred by, resolution 2 above as if section 89(1) of the Act did not apply to the allotment, provided that this power
 - (a) expires on the earlier of the conclusion of the annual general meeting of

the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred hereby had not expired, and

- (b) is limited to the allotment of equity securities
 - (i) up to an aggregate nominal amount of £6,730,769 25 in connection with the Placing as defined in the circular of the Company to its shareholders dated 27 March 2007,
 - (ii) where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with equity securities representing fractional entitlements and legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory, and
 - (iii) (otherwise than pursuant to sub-paragraphs (b)(i) and (ii) above) up to an aggregate nominal amount of £1,380,826

- 4 **THAT**, Article 88(1) of the Company's articles of association be amended by deleting therefrom the words "£100 million" and replacing them with the words "£200 million"

Dated 23 April 2007



Chairman