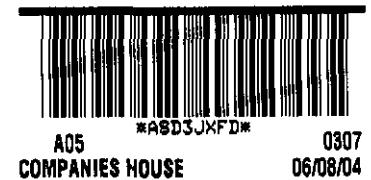


**The Companies Act 1985**  
**PUBLIC LIMITED COMPANY**  
**RESOLUTIONS**

of

**WALKER GREENBANK PLC**



At the Annual General Meeting of the above named company duly convened and held on 22<sup>nd</sup> July 2004 the following resolutions was duly passed, resolution 5 as an ordinary resolution and resolutions 6 and 7 as special resolutions of the Company: -

**ORDINARY RESOLUTION**

5. THAT, with effect from the time of passing of this resolution the directors be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined in that Act) up to a maximum amount of £194,720 at any time or times during the period of five years from the date of this resolution and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority.

**SPECIAL RESOLUTIONS**

6. THAT, subject to the passing of the resolution number 5 above the directors be empowered pursuant to section 95 of the Act 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 any such allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practical) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient 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; and
  - (b) otherwise that pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £29,503 and shall expire five years from the date of this resolution save that the company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred has hereby expired.

7. THAT the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 1p each in the capital of the company provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 5,900,616;
  - (b) the minimum price which may be paid for an ordinary share shall be 1p exclusive of expenses;
  - (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange's Historic Price Service for the five business days immediately preceding the day on which the ordinary share is purchased;
  - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting of the company to be held in the year 2005 or 21<sup>st</sup> October 2005, whichever shall be the earlier; and
  - (e) the company may make a contract to purchase ordinary shares under this authority before the expiry of such authority and may make a purchase of ordinary shares pursuant to any such contract which purchase or contract would or might be executed wholly or partly after the expiration of such authority.



.....  
Chairman of the Meeting