

Company Number 153088

**The Companies Acts 1985 and 1989
Public Company Limited by Shares**

REDBUS INTERHOUSE PLC



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25/07/01

At the Annual General Meeting of the company held on 28 June 2001 at the Grosvenor House, Park Lane, London W1A 3AA, the following resolutions were passed, resolutions 1 to 5 being ordinary resolutions and 6 and 7 being special resolutions.

1. That the Directors' Report and Accounts for the period ended 31st December 2000 be received and adopted.
2. That Mr Cliff Stanford, who was retiring by rotation and who was eligible for re-appointment, be re-appointed as a Director of the Company.
3. That Mr Tony Simkin, who was retiring by rotation and who was eligible for re-appointment, be re-appointed as a Director of the Company.
4. That Arthur Andersen be re-appointed auditors of the Company and that the Directors be and are hereby authorised to fix their remuneration.
5. That the Directors be and they are hereby generally and unconditionally empowered, in place of all existing authorities under Section 80 of the Companies Act 1985, to exercise all powers of the company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £502,751.09, provided that this authority shall expire on 27th June 2006, save that the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
6. That subject to the passing of resolution 5, the Directors be and they are hereby generally and unconditionally authorised, pursuant to Section 95 of the Companies Act 1985, to exercise all powers of the company to allot equity securities (within the meaning of Section 94(2) of the Companies Act 1985, as if Section 89 (1) of the Companies Act 1985 did not apply to such allotment, provided that this authority shall:
 - a) expire on 27th June 2006 save that the directors may allot equity securities under this authority after the expiry thereof pursuant to any offer or agreement made by the company on or before such expiry date pursuant to this authority as if such authority had not expired; and

b) be limited to the allotment of equity securities.

- (i) in connection with a rights issue or any other pre-emptive offer concerning equity securities in the company where it is, in the opinion of the directors, necessary or expedient to allot equity securities otherwise than in accordance with Section 89 of the Companies Act 1985 by reason of the rights attached to any shares or securities of the company or in relation to fractional entitlements or legal or practical problems under the laws of or the requirements of any recognised regulatory body or stock exchange in any territory; and
- (ii) pursuant to the terms of any stock option plan or share option scheme or other plan for employees and/or executive or non-executive directors approved by the company in General Meeting, up to an aggregate nominal value of £150,825.32; and
- (iii) otherwise than pursuant to sub-paragraphs (i) and (ii), up to an aggregate nominal value not exceeding £75,412.66.

7. That the company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of ordinary shares of £0.01 each in the capital of the company ("Ordinary Shares") with effect from the conclusion of this meeting, provided that:

- a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 22,623,799; and
- b) the minimum price which may be paid for each Ordinary Share is £0.01; and
- c) the maximum price (inclusive of expenses) which may be paid for each such Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotations as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such Ordinary Share is purchased; and
- d) the company may make a contract to purchase its Ordinary Shares under this authority prior to the expiry thereof, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its Ordinary Shares pursuant to any such contract.

This authority shall expire at the conclusion of the next Annual General Meeting of the company or, if earlier, 27th December 2002.



P G Dumond
Company Secretary