

**THE COMPANIES ACT 1985**  
**NOVAR PROJECTS LIMITED**

(the *Company*)

**RESOLUTIONS PASSED AT EXTRAORDINARY GENERAL MEETING**

At an extraordinary general meeting of the Company held at Novar House, Queens Road, Weybridge, Surrey KT13 9UX on 12 June 2003 at 4pm the following resolutions were passed as, in the case of the resolutions numbered 1 and 2, ordinary resolutions and, in the case of the resolutions numbered 3, 4 and 5, special resolutions:

**ORDINARY RESOLUTION**

1. **THAT** the authorised share capital of the Company be increased to £500,000 by the creation of 400,000 Ordinary shares of £1 each having the rights set out in the new articles of association referred to in resolution 4 below.

**ORDINARY RESOLUTION**

2. **THAT**, in place, and to the exclusion, of all existing authorities, the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the *Act*) to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £500,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

**SPECIAL RESOLUTION**

3. **THAT**, in place, and to the exclusion, of all existing authorities, the directors be generally empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94(2) of the Act) for cash, pursuant to the authority conferred by the resolution numbered 2 in the notice of the meeting (the *authority*) as if section 89(1) of the Act did not apply to the allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

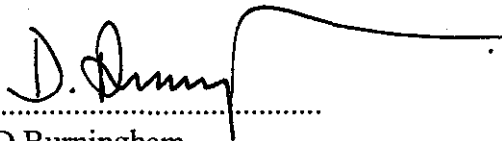


#### **SPECIAL RESOLUTION**

4. THAT the articles of association contained in the document submitted to this meeting marked "A" and initialled for identification be adopted as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

#### **SPECIAL RESOLUTION**

5. THAT the provisions of the memorandum of association of the Company relating to the objects of the Company be altered by the deletion of clause 3 thereof and by the substitution therefor of a new clause to be numbered 3 in the form of the clause numbered 3 contained in the document submitted to this meeting marked "B" and initialled for identification.

A handwritten signature in dark ink, appearing to read 'D. Burningham', is written over a horizontal dotted line. A long, sweeping horizontal line extends to the right from the end of the signature.

D Burningham  
Secretary

Dated: 12 June 2003

Registered Office:   Novar House  
                          24 Queens Road  
                          Weybridge  
                          Surrey  
                          KT13 9UX