

Company No: 2262172

THE COMPANIES ACTS 1985 AND 1989

A PUBLIC COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTIONS

OF

NOVAR PLC

PASSED ON 18 MAY 2004

At the Annual General Meeting of the Company duly convened and held at The Conference Centre, Church House, Dean's Yard, Westminster, London, SW1P 3NZ on 18 May 2004, the following Resolutions were duly passed:

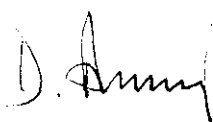
1. As an Extraordinary Resolution:

THAT, in accordance with Article 10 of the Company's Articles of Association, the holders of 7.25p Convertible Cumulative Redeemable Preference shares of 16 2/3p each in the Company (the "Preference Shares") consent to the passing of the Special Resolution numbered 8 set out in the Notice of Annual General Meeting of the Company dated 25 March 2004 and to every modification and/or abrogation of, affecting or dealing with the rights and privileges attached to the Preference Shares as is or may be involved therein or effected thereby or by any of the transactions contemplated thereby.

2. As an Extraordinary Resolution:

THAT in accordance with Article 10 of the Company's Articles of Association, the holders of 7.25p Convertible Cumulative Redeemable Preference shares of 16 2/3p each in the Company (the "Preference Shares") consent to the passing of the Special Resolution numbered 9 set out in the Notice of Annual General Meeting of the Company dated 25 March 2004 and to every modification and/or abrogation of, affecting or dealing with the rights and privileges attached to the Preference Shares as is or may be involved therein or effected thereby or by any of the transactions contemplated thereby.

Certified true copy



D Burningham
Deputy Group Secretary

