

The Companies Acts 1985-89
Company limited by shares
Ordinary and special resolutions
of
GDN LIMITED

Company no: 3060702

At an extraordinary general meeting of the company held on 16 September 2002, the following resolution was passed:

Ordinary resolutions

1. that the company's issued and unissued share capital be sub-divided as follows:
 - 1.1 each ordinary share of one penny be subdivided into 100 ordinary shares of 1/100 of a penny;
 - 1.2 each A ordinary share of one penny be subdivided into 100 A ordinary shares of 1/100 of a penny;
 - 1.3 each B ordinary share of one penny be subdivided into 100 B ordinary shares of 1/100 of a penny;
 - 1.4 each C ordinary share of one penny be subdivided into 100 C ordinary shares of 1/100 of a penny.
2. that for the purposes of the offer referred to in the company's letter to shareholders dated 21 August 2002 (**Offer**) and without prejudice to article 3.5 of the company's articles of association, in accordance with section 80 Companies Act 1985 (**CA 1985**), the directors are generally and unconditionally authorised to allot the relevant securities, as defined in section 80(2) CA 1985, up to an aggregate nominal amount of £584 (five hundred and eighty four pounds), such authority, unless previously revoked or varied by the Company in general meeting, to expire on the fifth anniversary of the date of this resolution except that the directors may allot relevant securities pursuant to an offer or agreement made before the expiry of the authority.

Special resolution

3. That for the purposes of the Offer articles 3.1.5 to 3.1.9 be waived and the directors authorised to allot new shares in the following order of priority:



first, to members accepting all of or less than their pro rata entitlement;

secondly, to members accepting more than their pr rata entitlement provided that if more than one member accepts more than his pro rata entitlement, the directors will allot the new shares as far as reasonably possible in proportion to the existing shareholdings of each member; and

thirdly, to such persons and generally on such terms and in such manner as the directors think fit provided that such shares shall not be offered to any person on terms any less favourable to the company than those of the Offer.



for and on behalf of
Walgate Services Limited