

**Luminar plc**

**A company limited by shares**

**Incorporated in England and Wales, number 3170142**

**Registrable resolutions passed at the Annual General Meeting 2003**

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I hereby certify that the following resolutions, which are required to be submitted to the Registrar of Companies, were duly passed (in the case of the Special Resolutions, by the requisite majority) at the Annual General Meeting of Luminar plc, held on Tuesday, 1<sup>st</sup> July 2003 at 3.30pm at the offices of CMS Cameron McKenna, 160Aldersdate Street, London EC1A 4DD:

As an Ordinary Resolution-

THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the 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 £6,097,940 and that this authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution and the date falling 15 months after the passing of this resolution (unless previously renewed, varied or revoked by the Company), 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 Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

As a Special Resolution-

THAT, subject to the passing of [the resolution set out above], the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) for cash pursuant to the authority conferred by resolution 9 as if sub-section 89(1) of that Act did not apply to any such allotment, provided that this power shall be limited:

(a) to the allotment of equity securities in connection with an issue in favour of ordinary shareholders on a fixed record date (whether by way of a rights issue, open offer or otherwise) where the equity securities attributable to such ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them on such record date, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

(b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £914,691.



and shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution and the date falling fifteen months after the passing of this resolution (unless previously renewed, varied or revoked by the Company) save that the Company may before such expiry make an offer or arrangement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or arrangement as if the power conferred hereby had not expired.

As a Special Resolution-

THAT, subject to the Company's Articles of Association from time to time, the Company be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 to make one or more market purchases (within the meaning of section 163 (3) of that Act) of its own ordinary shares on such terms and in such manner as the Directors shall determine, provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 7,317,528 representing approximately 10% of the Company's issued ordinary share capital;
- (b) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the closing mid market prices for the ordinary shares of the Company (derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase and the minimum price per ordinary share is the nominal value thereof exclusive of any expenses payable by the Company; and
- (c) unless previously renewed, varied or revoked the authority hereby given shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution and the date falling fifteen months after the passing of this resolution, save that the Company may make any purchase of ordinary shares after the expiry of such authority in execution of a contract of purchase that was made under and before the expiry of such authority.



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Henry Andrew Willits  
Secretary

14<sup>th</sup> July, 2003