

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

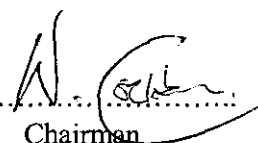
PARITY GROUP PLC

At an extraordinary general meeting of Parity Group plc duly convened and held on 13 October 2003, the following resolution was passed as an ordinary resolution.

ORDINARY RESOLUTION

THAT subject to and conditional upon Admission (as defined in the prospectus issued by the Company on 25 September 2003), save insofar as Admission is conditional only upon this resolution becoming effective:

- (a) the authorised share capital of the Company be increased from £15,000,000 to £22,500,000 by the creation of an additional 150,000,000 ordinary shares of 5 pence each; and
- (b) the Directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £6,736,169 in connection with the Rights Issue (as defined in the prospectus issued by the Company on 25 September 2003) and otherwise up to £2,245,389. This authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 31 December 2004, 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, and such authority shall be in addition to any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.

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Chairman

Presented by: Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA
Ref: PDG/CXL/459C.00025

