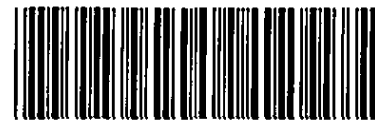


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COMPANIES HOUSE

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
PARITY GROUP PLC

At an Annual General Meeting of Parity Group plc duly convened and held on 13 June 2007, the following resolutions were passed as special resolutions

SPECIAL RESOLUTIONS

6 AUTHORITY TO ALLOT SHARES

That, in substitution for any and all existing such authorities, the Board be, and it is hereby, generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 (the "Act") to exercise all of the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £252,081, this authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2008, provided always that the Company may make an offer or agreement before the expiry of such authority which would or might require relevant securities to be allotted after such authority has expired and the Board may allot relevant securities in pursuance of any such offer or agreement as if such authority had not expired

7 PARTIAL DISAPPLICATION OF PRE-EMPTION RIGHTS

That, subject to the passing of Resolution 6, the Board be and it is hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by the previous resolution and/or where such allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act, as if sub-section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment.

- (a) of equity securities in connection with a rights issue in favour of ordinary shareholders (excluding any shareholder holding shares as treasury shares) where the equity securities respectively attributable to the interests of such ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them provided that the Board may make such arrangements or exclusions as it considers necessary or expedient in respect of fractional entitlements or any legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount not exceeding £37,812

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2008, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

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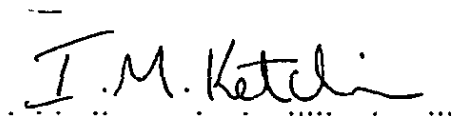
8 AUTHORITY TO MAKE MARKET PURCHASES OF ITS OWN SHARES

That the Company be and it is hereby generally and unconditionally authorised for the purpose of section 166 of the Act to make market purchases (within the meaning of section 163 of the Act) of any of its ordinary shares of two pence each (the "ordinary shares"), provided that.

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 3,781,226, representing 10% of the issued share capital of the Company at the date of this Notice,
- (b) the minimum price which may be paid for each ordinary share is two pence, exclusive of the expenses of purchase,
- (c) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations of the ordinary shares derived from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased;
- (d) unless previously revoked or varied, the authority conferred by this resolution shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2008, or, if earlier, twelve months from the date of passing this resolution, and
- (e) the Company may, before the expiry of this authority, conclude a contract to purchase ordinary shares which will or may be executed wholly or partly after such expiry and may make such purchase of ordinary shares pursuant to any such contract, as if such authority had not expired

9 ELECTRONIC COMMUNICATIONS AND THE COMPANIES ACT 2006

That, notwithstanding any inconsistent provisions in the Company's Articles of Association, the Company be authorised to send, convey or supply all types of notices, documents or information to its members using electronic means or by publication of such notices, documents and information on a website provided that the provisions of Parts 3 and/or 4 of Schedule 5 of the Companies Act 2006 are fulfilled



Secretary
13 June 2007