

**THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

OF

INDITHERM PLC**

Passed 12 January 2007

At an Extraordinary General Meeting of the Company duly convened and held on 12 January 2007 the following Resolutions were passed unanimously.

ORDINARY RESOLUTION

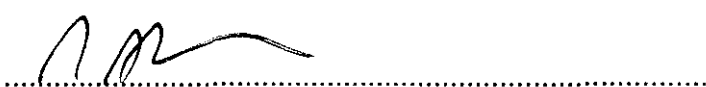
1. THAT, (subject to and conditional upon (but effective immediately prior to) the admission of the Placing Shares as defined in the circular dated 13 December 2006 (of which this notice forms part) to trading on AIM and to such admission becoming effective) in addition and without prejudice to the existing authority given at the Company's last annual general meeting, the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 ("CA 1985") to exercise all the powers of the Company to allot relevant securities (within the meaning of the sale section 80) up to a further additional aggregate nominal amount of £300,000 during the period commencing on the date of the passing of this resolution and expiring on the conclusion of the next AGM or 30 April 2007 (whichever is the earlier) (both dates inclusive), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding



such expiry the Directors may allot relevant securities in pursuance of such offers or agreements;

SPECIAL RESOLUTION

2. THAT, (subject to and conditional upon the passing of the Ordinary Resolution numbered 1 contained in the notice of which this resolution forms part) in addition and without prejudice to the existing authority given at the Company's last annual general meeting, the Directors be and they are hereby empowered, pursuant to section 95 CA 1985, to allot equity securities (as defined in section 94(2) CA 1985) for cash pursuant to the authority given by the said Resolution 1 as if section 89(1) CA 1985 did not apply to any such allotments, provided that this power shall be limited to the allotment of equity securities for the purposes of the placing of 30,000,000 new ordinary shares of 1p each announced by the Company on 13 December 2006 and shall expire at midnight on the conclusion of the next AGM or 30 April 2007 (whichever is the earlier), except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements.



Chairman

