

**THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989**

**COMPANY LIMITED BY SHARES**

**NOTICE OF ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**INDITHERM PLC**



At the Annual General Meeting of the Company duly convened and held on Friday 30<sup>th</sup> April 2004 the following Resolutions were passed.

**ORDINARY RESOLUTIONS**

**IT WAS RESOLVED**

1. To receive and adopt the accounts of the Company for the year ended 31 December 2003 together with the director's report and the auditors report and to approve the recommendation of the directors that no dividend be declared in respect of the year.
2. To reappoint Blueprint Audit Limited as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid before the members and to authorise the directors to determine their remuneration.
3. To re-appoint Mr Mark Simon Abrahams, retiring by rotation, as director in accordance with the provisions of the Articles of Association.
4. To confirm the recommendation of the directors that Mr Ian Smith, who was appointed as a director during the year since the previous annual general meeting, be re-appointed as a director.
5. To generally and unconditionally authorise the Directors (subject to the passing of Resolution 5 below and in substitution for all existing authorities) to exercise all the powers of the Company to allot relevant securities, within the meaning of Section 80 of the Companies Act 1985 ("the Act") up to an aggregate nominal amount of £15,000. Such authority will expire at

the conclusion of the Annual General Meeting next following the passing of this Resolution or, if earlier, 15 months after the date of this Ordinary Resolution. Nevertheless the Company may, before the expiry of the authority conferred hereby, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority conferred hereby and the Directors may allot the relevant securities, in pursuance of such offer or agreement, as if the authority conferred hereby had not expired.

#### **SPECIAL RESOLUTION**

5. To empower the directors (subject to the passing of Resolution 4 above) pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Resolution 4 as if sub-section (1) of Section 89 of the Act did not apply to the allotment of equity securities for cash up to an aggregate nominal amount of £15,000.

*Ran D Smith*

Chairman

*Company Secretary*

*6<sup>th</sup> May 2004.*