

**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 Thursday 28th April 2005 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 2004 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 Tenon 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 John Henry Markham, 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 Richard Harpum, 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.



Chairman