

The Companies Act 1985
Public limited company
Resolutions passed on 9th April 2003

CATER BARNARD PLC

At the Annual General Meeting of the above named Company held at Lloyd's Avenue House, 6 Lloyd's Avenue, London EC3N 3AX on Wednesday, 9th April 2003 at 11 am, the following resolutions were duly passed, in the case of Resolution 4 in the Notice of Meeting as an ordinary resolution and, in the case of Resolution 5 in the Notice of Meeting, as a special resolution:

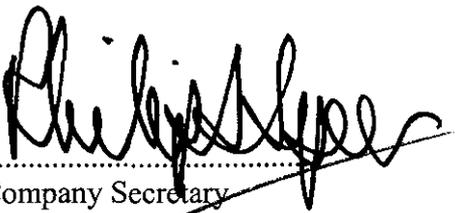
4. That each ordinary share of 1p each in the capital of the Company be sub-divided into one ordinary share of 0.1p and nine deferred shares of 0.1p each, such deferred shares being subject to the following restrictions:
 - (a) the deferred shares shall not entitle the holders of them to receive notice of nor to attend or vote at any general meeting of the Company by virtue or in respect of their holding of deferred shares;
 - (b) the deferred shares shall not entitle the holders of them to participate in any dividend;
 - (c) on a return of capital on liquidation or otherwise, the surplus assets of the Company (after payment of its liabilities) shall be applied so that any such surplus assets are distributed first to the holders of ordinary shares *pari passu* up to a maximum of £1,000,000 per ordinary share, secondly to the holders of the deferred shares *pari passu* up to a maximum of £1 per deferred share, and thirdly, subject thereto, the balance of such assets shall belong to and be distributed *pari passu* amongst the holders of the ordinary shares.

5. That the Directors be empowered, pursuant to the provisions of Section 95 of the Companies Act 1985, to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority given to them for the purposes of Section 80 of the Act by ordinary resolution passed on 11th April 2000 as if Section 89(1) of the Act did not apply to such allotment, provided that this power -
 - (a) shall be limited to the allotment of ordinary shares up to a maximum amount of £196,560; and
 - (b) shall, unless it is, prior to its expiry, duly revoked or varied or renewed, expire fifteen months after the passing of this resolution or on or the date of the fourth Annual General Meeting of the Company, whichever is the earlier, 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 Directors



may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired

I hereby certify that these are true copies of the resolutions so passed.


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Company Secretary