

Company Number 3826434

The Companies Act 1985
Public limited company
Special Resolution passed on 12th March 2004

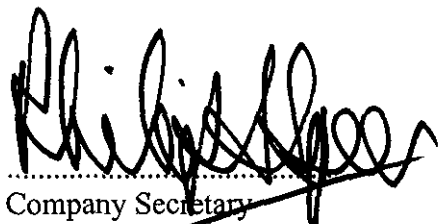
CATER BARNARD PLC

At the Annual General Meeting of the above named Company held at 100 Fetter Lane, London EC4A 1BN on Friday, 12th March 2004 at 11.30am, the following resolution was duly passed as a special resolution:

That the Directors be empowered, pursuant to the provisions of Section 95(1) 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 £700,000; 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 fifth 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 this is a true copy of the resolution so passed.


.....
Company Secretary

